

**SEMINOLE COUNTY GOVERNMENT
AGENDA MEMORANDUM**

SUBJECT: Heathrow International Business Center Development of Regional Impact Notice of Proposed Change (DRI NOPC), Rezone from PUD (Planned Unit Development) to PUD (Planned Unit Development); Major Amendment to the Heathrow International Business Center PUD; (Meredith H. Pickens, applicant)

DEPARTMENT: Planning & Development **DIVISION:** Planning

AUTHORIZED BY: Donald S. Fisher **CONTACT:** Tina Deater **EXT.** 7440

Agenda Date 11/9/04 Regular ☐ Consent ☐ Work Session ☐ Briefing ☐
Public Hearing – 1:30 ☒ Public Hearing – 7:00 ☐

MOTION/RECOMMENDATION:

1. APPROVE the Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI); and an ordinance amending the Heathrow International Business Center PUD (rezone from PUD to PUD of approximately 407.1 acres) per the attached Second Amendment to the Third Amended and Restated Development Order for Heathrow International Business Center DRI and the Second Amendment to the Third Amended and Restated PUD Commitments, Classification and District Description; and authorize the Chairman to execute the aforementioned documents; or
2. DENY the Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact; deny the amendment of the Heathrow International Business Center PUD (rezone from PUD to PUD of approximately 407.1 acres) per the attached Second Amendment to the Third Amended and Restated PUD Commitments, Classification and District Description; or
3. CONTINUE the public hearing until a time and date certain.

District 5 – Commissioner McLain Tina Deater, Senior Planner

BACKGROUND:

The Heathrow International Business Center PUD was originally approved on October 20, 1988. A portion of the PUD is within unincorporated Seminole County and a portion is within the City of Lake Mary. At this

Reviewed by:	<u>CL</u>
Co Atty:	<u>AW</u>
DFS:	<u>AW</u>
OTHER:	<u>AW</u>
DCM:	<u>AW</u>
CM:	<u>AW</u>
File No. <u>ph700pdp01</u>	

time, the applicant, Meredith H. Pickens, is requesting approval of a Major Amendment to the Heathrow International Business Center PUD and a DRI NOPC, consisting of the following changes:

1. Changing the name of the PUD from Heathrow International Business Center to Colonial Center Heathrow,
2. Changing the use designations of Tract "D" and Tract "O" from office to multi-family, and Tract "P" from office to multi-family and office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts "O" and "P" are within Seminole County, approximately 15 acres are proposed to be changed from office to multi-family within the County),
3. Increasing the total number of multi-family units allowed in the PUD from 313 units to 768 units (an increase of 455 units, of which 300 apartment units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),
4. Allowing the future conversion of land uses within the PUD and DRI utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (a potential increase of 819 units more than the 581 currently allowed),
5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

STAFF RECOMMENDATION:

Staff recommends CONTINUANCE of Heathrow International Business Center DRI NOPC, until such time that the applicant can demonstrate that this is a non-substantial deviation that will not create additional impacts on regional resources. However, should the Board choose to approve the DRI NOPC, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI), with the following additional condition:

1. In the absence of any other potable water mitigation plan proposed by the applicant, the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board of County Commissioners.

Staff also recommends CONTINUANCE of the Major Amendment to the Heathrow International Business Center PUD until such time that the applicant can address the economic, school and water capacity issues; however, should the Board choose to

approve the major amendment to the Heathrow International Business Center PUD, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. That any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and
2. That any approval of additional units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

PLANNING AND ZONING COMMISSION RECOMMENDATION:

The Planning and Zoning Commission met on October 6, 2004 and voted 5 to 1 to recommend APPROVAL of the Major PUD Amendment as requested by the applicant.

Note: The LPA/P&Z does not provide recommendations regarding DRI/NOPC, Substantial Deviation determinations.

AGENCY COMMENTS:

On June 25, 2004, the Department of Community Affairs issued a letter objecting to the proposed DRI NOPC. This letter is attached as Exhibit A. The objections were based upon the review and recommendation of the East Central Florida Regional Planning Council. The East Central Florida Regional Planning Council issued a letter on June 25, 2004 stating that the proposed changes to the Heathrow International Business Center are presumed to create additional regional impacts in regards to traffic impacts, potable water usage, and school facilities capacity, but this presumption may be rebutted by clear and convincing evidence. This letter is attached as Exhibit B. The letter also states that the applicants submitted a traffic study that adequately rebutted the presumption of additional regional traffic impacts, but that the potable water capacity issues and school facilities issues were not adequately addressed. The applicants subsequently submitted a letter to the St. Johns River Water Management District (SJRWMD) rebutting the presumption that the project would create additional regional impacts in regard to potable water capacity. This rebuttal letter is attached as Exhibit C and the response from SJRWMD is attached as Exhibit D. The Seminole County Environmental Services Department has provided objections to the rebuttal letter submitted by the applicant to SJRWMD and this letter is attached as Exhibit E. At this time, the applicant has not provided any additional information regarding potable water capacity or school capacity issues. Staff is therefore recommending that this item be continued until the Seminole County Staff, Department of Community Affairs and East Central Florida Regional Planning Council objections are adequately addressed.

Attachments:

Exhibit A- Letter from DCA
Exhibit B-Letter from ECFRPC
Exhibit C-Rebuttal letter from applicant to SJRWMD
Exhibit D-SJRWMD response to applicant rebuttal
Exhibit E-Environmental Services response to applicant rebuttal letter
Exhibit F-Statement from Dianne Kramer
Exhibit G-Rebuttal letter from applicant to Dianne Kramer
Exhibit H-Rebuttal letter from Dianne Kramer to applicant
Exhibit I-Statement from School Board
Second Amendment to the Third Amended and Restated Development Order for
Heathrow International Business Center DRI
Second Amendment to the Third Amended and Restated Commitments, Classification
and District Description for the Heathrow International Business Center PUD
Ordinance
Locator Map
Aerial Map

Heathrow International Business Center DRI NOPC and PUD Major Amendment

REQUEST	
APPLICANT	Meredith H. Pickens, Shutts & Bowen LLP
REZONING	PUD (Planned Unit Development) to PUD (Planned Unit Development), DRI NOPC
APPROXIMATE GROSS ACRES	407.1 Acres in the PUD to be amended and 436.7 in the Development of Regional Impact to be amended
LOCATION	Approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road
BCC DISTRICT	5 – Commissioner McLain
RECOMMENDATIONS AND ACTIONS	
STAFF RECOMMENDATION	Staff recommends CONTINUANCE of this item until such time that the applicant can address the economic, school and water capacity issues

STAFF ANALYSIS & FINDINGS

1. **Property Owners:** Colonial Realty Limited Partnership, Heathrow 4 LLC, and Heathrow 6 LLC
2. **Development Trends:** The Heathrow International Business Center PUD currently contains a combination of office, retail/commercial, and multi-family uses.

SITE DESCRIPTION

1. **EXISTING AND PERMITTED USES:** The Future Land Use and zoning of surrounding properties are as follows:

Location	Future Land Use*	Zoning*	Current Use
Site: Tracts "O" and "P"	PD (Planned Development)	PUD (Planned Unit Development District)	Vacant
North	Office (Proposed Florence Arbor PUD)	A-1 (Agriculture District) (Proposed Florence Arbor PUD)	Vacant, Single-family
South	PD (Planned Development)	PUD (Heathrow International Business Center)	Vacant
East	PD (Planned Development)	PUD (Heathrow International Business Center)	Retail Center
West	PD (Planned Development)	PUD (Heathrow International Business Center)	Vacant, Single-family

**See enclosed future land use and zoning maps for more details.*

As identified from the Property Appraiser's future land use map, 378 acres of the unincorporated area in Seminole County are designated for Office land use. Approximately 52 acres are within conservation areas and are assessed as unbuildable until field checked. Of the remaining 326 acres, 107 already have a non-residential structure on the property such as office, school, or retirement home. This leaves a total of 219 buildable acres under the Office designation of which a portion are currently built as single family residential, the remaining being vacant acres. In general the parcels are less than 5 acres in size. As a note, office use already approved or built on properties with a land use designation of: Planned Development or Higher Intensity Planned Development (HIP) have not been counted as part of these figures.

SITE ANALYSIS:

Facilities and Services:

A review of the availability of public facilities to serve this property indicates that adequate public facilities either exist or could be made available. Staff is recommending continuance of this item, in order to give staff and the applicant time to address the potable water, school and economic development issues.

Water and Sewer:

Adequate facilities and services must be available concurrent with the impacts of development. The subject property is located within the Seminole County water and sewer service areas. Water, sewer and reclaimed water services are available to the site. There may be a problem, however, with potable water capacity based on the restrictions of the consumptive use permit issued by St. Johns River Water Management District. Currently, there 2,984,000 square feet of office approved in the DRI. At a rate of .10 gallon per day (gpd) per square foot of office, this equates to a

298,400 gpd of potable water demand estimate for the Heathrow International Business Center DRI. As the first part of this amendment, the applicants are asking to decrease the amount of office by 225,000 square feet and increase the number of multi-family units to 455. Each multi-family unit is estimated to use 300 gpd, for a total of 136,500 gpd of potable water. This increase in multi-family and decrease in office results in a Net Increase of 114,000 gpd of potable water. The applicants are also requesting the ability to achieve a maximum of 1400 multi-family units in the future, which is an additional 364 units over the 455 they are already asking for and a potential increase of 819 units more than the 581 currently allowed in the DRI. This additional conversion from office to multi-family would result in an additional Net Increase of 91,200 gpd, for a total increased demand of 205,000 gpd for both parts of the amendment together. At this time, the applicant has not provided any plan for mitigating this increased demand. Staff is recommending a continuance of this item until such time that the applicant address this issue, however should the Board decide to take action, staff recommends that in the absence of any other potable water mitigation plan proposed by the applicant, the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board of County Commissioners.

This project is also a Development of Regional Impact (DRI) Notice of Proposed Change (NOPC). The Board should be aware that the Department of Community Affairs (DCA) and the East Central Florida Regional Planning Council (ECFRPC) have objected to the DRI NOPC portion of the proposed amendment on the basis of a lack information regarding potable water capacity, and they are recommending that the applicant address water capacity issues to the satisfaction of the St. Johns River Water Management District. Staff is recommending that the future conversion of any office square footage to residential units should be subject to not only the already existing conversion matrix based on peak hour traffic that is already part of the DRI Development Order, but also subject to a conversion matrix based upon potable water consumption. This matrix would allow the conversion of office square footage to residential units, based on the gallons per day consumption of water. At the time of the writing of this report, the applicant has not adequately addressed this issue, and therefore, staff is recommending continuance of this item, in order to give staff and the applicant time to address the water capacity issue. Copies of the objection letters from DCA and ECFRPC are attached.

Compliance with Environmental Regulations:

At this time there are no concerns regarding compliance with environmental regulations. The developer will be required to comply with all regulations of the Seminole County Land Development Code at the time of site plan approval.

Compatibility with Surrounding Development:

The Heathrow International Business Center PUD contains a combination of office, retail/commercial, and multi-family uses. Objective 4 of the Design Element of the Vision

2020 Comprehensive Plan is to encourage mixed-use corridors and centers with stronger connectivity and more attractive physical design. Staff believes that allowing additional multi-family units will result in a greater mix of uses within the PUD and have the positive benefit of reducing sprawl, promoting diverse housing types and prices, and reducing traffic by allowing people to live near where they work. Having adequate multi-family housing available is particularly important for the Heathrow International Business Center PUD because it is approved for a college/university element that will have 860 students in the future. As part of the Evaluation and Appraisal Report (EAR) on the Vision 2020 Comprehensive Plan, completed in 1998, staff completed a residential needs analysis that indicated that by the year 2020, there are a projected 18,000 residents in the unincorporated areas that will need housing not provided by our Future Land Use Map. Due to these reasons, staff is supportive of the conversion of some of the approved office square footage to multi-family dwelling units.

However, because this is a vital office/commercial corridor for Seminole County, staff believes that there should be limits to the number of acres approved for multi-family residential use until such time as staff has completed its analysis of residential absorption and economic sustainability; therefore staff is recommending that if the project is approved the following should be a condition of approval: That it be stated in the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development that any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P". These are the tracts that are already approved for multi-family use at this time in the PUD, or are proposed to be converted to multi-family use as a part of this amendment. This will allow developers in the future to build additional multi-family units by increasing densities on tracts previously approved for multi-family, while at the same time ensuring that adequate office tracts and square footage are maintained.

SCHOOL IMPACTS: The proposed project will be served by the Northwest Cluster for elementary schools (Wilson, Bentley, Idyllwilde, and Wicklow), Sanford and Millennium Middle Schools and Seminole High School. The Seminole County School Board has stated that the proposed amendment to allow the future conversion of office space to 1400 residential units has the potential to allow an additional 819 residential units, which will generate an estimated 185 public school students, and they are opposed to the proposed amendment to the PUD. A statement from Dianne Kramer of the Seminole County School System is attached as Exhibit F. The applicant has stated that this number is incorrect since at this time they are only looking to increase the number of residential units to 455. This rebuttal from the applicant is also attached as Exhibit G. A rebuttal from Dianne Kramer addressing the applicant's rebuttal letter is attached as Exhibit H. A statement from the School Board regarding the conversion of non-residential to residential uses is attached as Exhibit I. The Department of Community Affairs (DCA) and the East Central Florida Regional Planning Council (ECFRPC) have objected to the proposed amendment on behalf of the School Board, and they are recommending that the applicant obtain a letter of approval from the Seminole County School Board. At the time of the writing of this report, we have not received any additional information from the applicant relating to the school capacity issues. Although Seminole County does not mandate school concurrency, Staff is recommending continuance of this item, in order to give the applicant

time to address the school capacity issue to the satisfaction of the Department of Community Affairs and the Regional Planning Council. Copies of the objection letters from DCA and ECFRPC are attached as Exhibits A and B.

ECONOMIC IMPACTS: On June 8, 2004 the Board of County Commissioners approved the update to the Economic Element of the Vision 2020 Comprehensive Plan. Based upon this action, staff has begun reviewing land use amendments for compliance with the updated Economic Element. This application is specifically affected by Policy ECM 3.1, which directs us to shift the tax base burden away from residential to non-residential uses. The Planning Division has contracted with a consultant to provide an analysis of the long-term fiscal impacts of converting office and HIP land uses to residential. The results of this analysis will not be available for a few months. Therefore, staff is recommending continuance of this item, in order to give the consultant time to complete the analysis.

DRI Notice of Proposed Change (NOPC) Determination of Substantial Deviation:

Section 380.06(19) (Substantial Deviations) of Florida Statutes, requires that any change to a previously approved DRI development which creates a reasonable likelihood of additional regional impact shall cause the development to undergo further DRI review. On June 25, 2004, the Department of Community Affairs issued a letter objecting to the proposed DRI NOPC. This letter is attached as Exhibit A. The objections were based upon the review and recommendation of the East Central Florida Regional Planning Council. The East Central Florida Regional Planning Council issued a letter on June 25, 2004 stating that the proposed changes to the Heathrow International Business Center are presumed to create additional regional impacts in regards to traffic impacts, potable water usage, and school facilities capacity, but this presumption may be rebutted by clear and convincing evidence. This letter is attached as Exhibit B. The letter also states that the applicants submitted a traffic study that adequately rebutted the presumption of additional regional traffic impacts, but that the potable water capacity issues and school facilities issues were not adequately addressed. The applicants subsequently submitted a letter to the St. Johns River Water Management District (SJRWMD) rebutting the presumption that the project would create additional regional impacts in regard to potable water capacity. This rebuttal letter is attached as Exhibit C and the response from SJRWMD is attached as Exhibit D. The Seminole County Environmental Services Department has provided objections to the rebuttal letter submitted by the applicant to SJRWMD and this letter is attached as Exhibit E. At this time, the applicant has not provided any additional information regarding potable water capacity or school capacity issues. Staff is therefore recommending that this item be continued until the Department of Community Affairs and East Central Florida Regional Planning Council objections are adequately addressed.

EXECUTIVE SUMMARY:

The proposed PUD Major Amendment and DRI NOPC raise three potentially competing issues: school impacts, potable water capacity, and economic impacts.

1. **School Impacts:** Seminole County is not legally obligated to enforce school concurrency. The County has provided mitigation methods such as the school impact fee and the ¼ cent sales tax. However the Regional Planning Council's Strategic Regional Policy Plan states that the impact of development on public school facilities shall be considered in the review of DRIs and that they shall be treated as an infrastructure concurrency item and given the same standing as other public facilities in reviewing the impacts of development on public facilities. These are the policies that DCA and the ECFRPC are basing their objections on.
2. **Potable Water Capacity:** The limitations on potable water capacity are an artificial constraint created by the St. Johns River Water Management District. The water plants in the Northwest Service Area are capable of supplying adequate flows to the proposed project. The restrictions of the Consumptive Use Permit, however, severely limit the County's ability to serve future development in the Northwest area. The applicant has not proposed any form of mitigation to ease these restrictions. Reclaimed water is not a mitigation method since it is already required and the water use projections discussed in this report already account for the use of reclaimed water throughout the project.
3. **Economic Impacts:** The long-term economic impacts of converting additional non-residential to residential uses in the north I-4 high-tech target area bear further study based on Policy ECM 3.1 of the Economic Element, which directs us to shift the tax base burden away from residential to non-residential uses. This study is in the beginning stages and will ultimately provide us with the optimal mix of land uses that will provide Seminole County with long-term fiscal health. A part of the study is an analysis of the how much land should be devoted to residential use, and it may support the requested amendment. However, without completing the study the requested change in uses seems premature. If the Board feels compelled to act on this item prior to the completion of the study, staff recommends that the conversion of non-residential to residential uses within the PUD shall be confined to only those tracts that are already designated as residential under the existing PUD agreement and those tracts that are proposed to be converted to residential uses as part of this amendment process (Tracts "C-1", "D", "O", and "P")

STAFF RECOMMENDATION:

Staff recommends CONTINUANCE of Heathrow International Business Center DRI NOPC, until such time that the applicant can demonstrate that this is a non-substantial deviation that will not create additional impacts on regional resources. However, should the Board choose to approve the DRI NOPC, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact (DRI), with the following additional condition:

1. In the absence of any other potable water mitigation plan proposed by the applicant, the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board of County Commissioners.

Staff also recommends CONTINUANCE of the Major Amendment to the Heathrow International Business center PUD until such time that the applicant can address the economic, school and water capacity issues; however, should the Board choose to approve the major amendment to the Heathrow International Business Center PUD, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. That any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and
2. That any approval of additional units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

PLANNING AND ZONING COMMISSION RECOMMEDATION:

The Planning and Zoning Commission met on October 6, 2004 and voted 5 to 1 to recommend APPROVAL of the Major PUD Amendment consisting of the following changes:

1. Changing the name of the PUD from Heathrow International Business Center to Colonial Center Heathrow,
2. Changing the use designations of Tract "D" and Tract "O" from office to multi-family, and Tract "P" from office to multi-family and office (Tract "D" is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts "O" and "P" are within Seminole County, approximately 15 acres are proposed to be changed from office to multi-family within the County),
3. Increasing the total number of multi-family units allowed in the PUD from 313 units to 768 units (an increase of 455 units, of which 300 apartment units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),
4. Allowing the future conversion of land uses within the PUD utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (a potential increase of 819 units more than the 581 currently allowed),

5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

Note: The LPA/P&Z does not provide recommendations regarding DRI/NOPC, Substantial Deviation determinations.

Exhibit A



STATE OF FLORIDA

DEPARTMENT OF COMMUNITY AFFAIRS

"Dedicated to making Florida a better place to call home"

JEB BUSH
Governor

THADDEUS L. COHEN, AIA
Secretary

June 25, 2004

The Honorable Daryl G. McLain, Chairman
Seminole County
Board of County Commissioners
1101 E. First Street
Sanford, FL 32771

Re: Notice of Proposed Change #12 for Heathrow International Business Center Development of
Regional Impact: (ADA-0688-013)

Dear Chairman McLain:

The Department received the Notice of Proposed Change for the Heathrow International Business Center Development of Regional Impact on May 6, 2004, as well as the Amended Notice of Proposed Change on June 16, 2004. Based on the review and recommendation of the East Central Florida Regional Planning Council, the Department objects to the proposal. The Department requests that the Applicant coordinate with the ECFRPC and reviewing agencies to address all of the issues that are listed in the enclosed letters (see attached). If additional information is provided to adequately address the objection, the Department will reconsider its position.

If you have any questions or comments regarding this matter, please call Jana Williams, Planner, at (850) 922-1827.

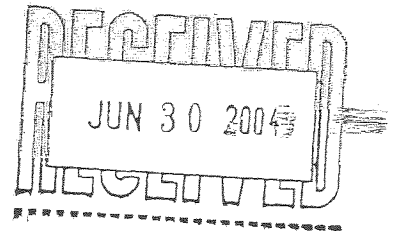
Sincerely Yours,

Charles Gauthier, AICP
Chief of Comprehensive Planning

CG/jw

Enclosures: East Central Florida Regional Planning Council draft letter
Florida Department of Transportation letter
St. Johns Water Management District letter

cc: Fred Milch, East Central Florida Regional Planning Council
Meredith H. Pickens, Shutts & Bowen, L.L.P.



2555 SHUMARD OAK BOULEVARD • TALLAHASSEE, FLORIDA 32399-2100
Phone: 850.488.8466/Suncom 278.8466 FAX: 850.921.0781/Suncom 291.0781
Internet address: <http://www.dca.state.fl.us>

CRITICAL STATE CONCERN FIELD OFFICE
2796 Overseas Highway, Suite 212
Marathon, FL 33050-2227
(305) 289-2402

COMMUNITY PLANNING
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 488-2356

EMERGENCY MANAGEMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 413-9969

HOUSING & COMMUNITY DEVELOPMENT
2555 Shumard Oak Boulevard
Tallahassee, FL 32399-2100
(850) 488-7956

REGIONAL
PLANNING
COUNCIL

Exhibit B

RECEIVED

JUN 28 2004

Chairman
Wellton G. Cadwell
Commissioner
Lake County

June 25, 2004

Vice Chairman
Jon B. Rawlson
Governor's Appointee
Orange County
Mr. Matt West
Seminole County Planning
101 E. First Street
Sanford, FL 32771

Secretary/Treasurer
Michael S. Blake
Commissioner
Lake County League
of Cities
Winter Springs
Mr. John Omana
City of Lake Mary
Post Office box 950700
Lake Mary, FL 32795-0700

Executive Director
Sandra S. Glenn

RE: Heathrow International Business Center DRI Notification of a Proposed
Change (NOPC) to Change Name and Increase Residential Units
(ECFRPC # 5349)

Dear Mr. West and Mr. Omana:

Serving
Brevard, Lake, Orange,
Osceola, Seminole and
Volusia counties.

631 N. Wymore
Suite 100
Maitland, Florida
32751

We have reviewed the referenced NOPC and it is our understanding that the change is to increase residential units from 581 to 1,036 units with the ability to increase this to a total of 1,400 units without submitting an NOPC. Office square footage would decrease from 2,984,000 to 2,759,000 square feet to offset the impacts from the additional residential units. Any future increase in residential units up to the 1,400 units would also be offset by decreases in other approved square footage. The applicant also proposed to change the name from Heathrow International Business Center to Colonial Center Heathrow.

We offer the following comments regarding these proposed changes.

Phone
407.623.1075
Fax 407.623.1084

Suncom 334.1075
Suncom Fax
334.1084

Website:
www.ecfrpc.org

- A. The name change is not a substantial deviation pursuant to section 380.06(19) (e) 2.a., F.S.
- B. The simultaneous increase in multi-family and decrease in office space is addressed in section 380.06(19) (e) 5.c., F.S. This type of change is presumed to create additional regional impacts, but may be rebutted by clear and convincing evidence. The proposed development program is as follows:

Mr. Matt West
Mr. John Omana
June 25, 2004
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Land Use	Lake Mary	Seminole County	Total Project
Office sq. ft.	1,804,750 <u>1,669,750</u>	1,179,250 <u>1,089,250</u>	2,984,000 <u>2,759,000</u>
College/Univeristy	0	860 students	860 students
Retail sq. ft.	90,000	0	90,000
Hotel rooms	304	0	304
Day Care sq. ft.	0	24,000	24,000
Multi-family units	<u>155</u> 0	<u>881</u> 581	<u>1,036</u> * 581

* The applicant also wants the ability to convert approved office to multi-family for a total maximum of 1,400 units by decreasing approved square footages without an NOPC.

In order to rebut the presumption that this change will create additional regional impacts, the Applicant has presented the following information:

1. A traffic study was presented that indicated the directional peak hour external trips would not increase. Therefore, the presumption of additional regional traffic impacts was adequately rebutted.
2. Information regarding the increase in water and wastewater usage was presented. The St. Johns River Water Management District has provided the attached letter identifying their concerns. They have been in discussions with the Applicant regarding more stringent Development Order language that would increase the commitment to reduce potable water use. This would be accomplished through the use of reclaimed water and the use of native vegetation.
3. School facilities have not been adequately addressed. The Seminole County School Board representative has indicated that the impact fee total of \$290,745 will not adequately address the impact of additional students from the proposed multi-family units and requested that the Applicant pay 125% of the impact fee to address increased costs. The applicant has not agreed to this.

As a result of inadequate rebuttal of water and school resources, we recommend approval of this change with the following provisions:

1. The Applicant must address school issues to the satisfaction of the school board. The Development Order must specify that a letter of approval be obtained from the Seminole County School Board stating that the Applicant has addressed their concerns regarding the additional impacts to the schools that will service the students from the project.

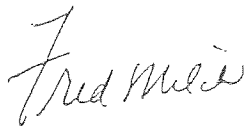
Mr. Matt West
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Page Three

2. The Applicant must address water conservation to the satisfaction of the St. Johns River Water Management District. The Development Order must contain conditions approved by the District relating to reclaimed water and stringent Xeriscaping.

Consequently, it is our opinion that these proposed changes do not adequately address regional impacts. If school and potable water impacts are addressed as recommended above, then we would have no objections to this proposed change and the project would not result in a substantial deviation determination pursuant to the threshold criteria of section 380.06(19), Florida Statutes. We therefore recommend that the changes be approved with as stipulated and that that this proposal not be submitted for additional regional review by this agency. Otherwise, the project should be reviewed as a substantial deviation.

If you have any questions, please give me or Fred Milch a call at 623-1075, extension 315.

Sincerely,



for Sandra Glenn
Executive Director

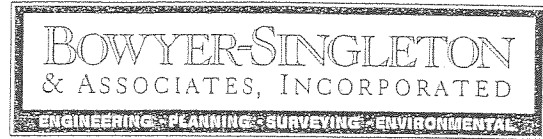
c: Brett Blackadar, Seminole County Public Works
Marina Pennington, DCA
Peter Brown, SJRWMD
Beth Potter, FDOT
Meredith Pickens, Shutts & Bowen
Chris Walsh, Kimley-Horn
Tony Mathews, Seminole County Planning Division
Charles McGehee, Colonial Realty

JUL 29 2004

Sent Via Facsimile: (407) 659-4805

July 26, 2004

Job No.: HIB-10



520 SOUTH MAGNOLIA AVENUE • ORLANDO, FLORIDA 32801
407-843-5120 • FAX 407-643-8664

Mr. Peter Brown
St. Johns River Water Management District
Altamonte Springs Service Center
975 Keller Road
Altamonte Springs, Florida 32714-1618

Subject: Colonial Center Heathrow DRI
Notice of Proposed Change (NOPC) Application Review Comments

Dear Mr. Brown:

The proposed change in land use, from office to Multi-Family, results in an increase in the potable water demand. Based on the criteria of 300 gpd per multi-family unit and 0.1 gpd per office Single-Family (SF), the increases in theoretical flows are as follows:

A. Proposed Increase in Multi-Family Units on Parcels O, P and D

Increase in Multi-Family Flow = 455 units x 300 gpd / unit = 136,500 gpd

Decrease in Office flow = 225,000 SF x .10 gpd / SF = 22,500 gpd

Net Increase = 114,000 gpd

B. Potential Future Increase in Multi-Family without a NOPC

Increase in Multifamily Flow = 364 x 300gpd/unit = 109,200 gpd

Decrease in Office Flow = 180,000 SF x .10 gpd / SF = 18,000 gpd

Net Increase = 91,200 gpd

It is our understanding that under the current Consumptive Use Permit (CUP), Seminole County can adequately serve the proposed increase of 114,000 gpd of potable water usage. It is yet to be determined whether the potential additional increase of 91,200 gpd would be available under a future CUP. However, the flow rate of 300 gpd / unit has been used in the engineering industry for many years prior to the availability of reuse water for irrigation. Therefore, with the use of reuse water for irrigation, the potable water use per unit will, in actuality, be below 300 gpd /unit.

We therefore recommend that the parcel developers within the Colonial Center Heathrow be required to connect to the existing reuse water system within the development for landscape irrigation and that the irrigation of landscape areas be metered and limited to 850,000 gallons per year per acre of development (assuming 30% open space). This restriction is based on the assumption that Seminole County will supply adequate volume and pressure through the reuse system, and that alternative sources would be allowable in the event that the County's system did not provide pressure or volume that meets industry standards.

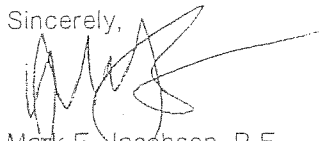
In addition, the parcel developers will be required to meet the City of Lake Mary requirement of 40% of the landscape plantings (excluding sod) to be "Florida Friendly" landscaping.

Mr. Peter Brown
July 26, 2004
Page 2 of 2

Finally, we recommend allowing the option of increasing the number of Multi-Family units from 1,036 to 1,400 in the future without requiring a NOPC, by requiring the developer to execute a Utility Agreement for Water and Sewer, which would guarantee water availability for the increased flow prior to Site Plan approval.

Should you require any additional information or clarification, please do not hesitate to contact me at (407) 843-5120 extension 3162.

Sincerely,



Mark E. Jacobson, P.E.
Senior Project Manager

MEJ:sib
HIB10/Corr/7001

C: Charles McGehee, Colonial Properties
Mike Neal, Coscan
Al Piazza, Coscan
Roberto Pesant, Coscan
Matt West, Seminole County Government
Tina Deater, Seminole County Government
Fredrick W. Milch, East Central Florida Regional Planning Council
Sandra S. Glenn, East Central Florida Regional Planning Council
Gary Schindler, City of Lake Mary
John Omana, City of Lake Mary
Jana Williams, Department of Community Affairs
Correspondence File

Exhibit D

Heather M. Kowalski

From: Mark Jacobson [MJacobson@bsaorl.com]
Sent: Friday, August 06, 2004 11:35 AM
To: Heather M. Kowalski
Subject: FW: Colonial Center Heathrow DRI

Heather

Here is the latest response from Peter as well as a copy of my submittal to him. Are you available at around 1:30 to discuss this and the Curly med easements?

thanks

Mark

-----Original Message-----

From: Peter Brown [mailto:pbrown@sjrwmd.com]
Sent: Wednesday, August 04, 2004 3:06 PM
To: Mark Jacobson (E-mail)
Cc: Jeff Cole; James Hollingshead
Subject: Colonial Center Heathrow DRI

Mark,

Thank you for your letter dated July 26, 2004 responding to District comments regarding the Colonial Center Heathrow DRI. In the letter you propose adding requirements regarding the use of reclaimed or reuse water for landscape irrigation, utilizing the City of Lake Mary's landscaping requirements relative to the use of "Florida Friendly" landscaping throughout the development, and requiring the developer to execute a Utility Agreement for water and sewer prior to site plan approval in order to have the option to increase the number of multi-family units. Please respond to my comments below.

Reclaimed water: It is sufficient to require that parcel developers within the Colonial Center Heathrow be required to connect to the reuse water system that currently exists within the development for landscape irrigation and that the irrigation of landscaped areas be metered. Condition 3.11 of the development order (D.O.) could be amended to include this provision. Existing language in D.O. condition 3.11 should address your concerns of using other sources should the County be unable to meet the reclaimed water needs of the development.

Landscape: I have some questions regarding the proposal to extend to the Seminole County portion of the development the City of Lake Mary requirement of 40% of the landscape plantings (excluding sod) to be "Florida Friendly" landscaping.

Is some of the development already in the Lake Mary jurisdiction and already obligated to meet the standard?

Does the exclusion of sod mean that the entire landscaped area or a site could be sod?

How do the Seminole County standards for the use of "Florida Friendly" landscaping compare?

Additional multi-family units: If we agree on the use of reclaimed water and the landscape requirements you have addressed our concerns. It is not necessary to add a requirement regarding the utility to allow the additional units as you have proposed. We understand that you would not be able to proceed with the development without water and sewer utility service.

Is there a date set for the local government to consider changes to the development order related to the NOPC?

Peter Brown, Policy Analyst
St. Johns River Water Management District
P.O. Box 1429, Palatka, FL 32178-1429

8/13/2004

**Environmental Services
Department**

Memo

TO: Matt West, Planning Manager

FROM: Robert G. Adolphe, P.E., Environmental Services Director *RGA*

DATE: September 17, 2004

RE: Heathrow International Business Center PUD Major Amendment

Seminole County Environmental Services Department has been in receipt of a series of letters regarding the above project, and we wish to provide comments on the most recent letter from the Developer's consultant, Boyer-Singleton, dated July 26, 2004.

This letter states "It is our understanding that under the current Consumptive Use Permit, Seminole County can adequately serve the proposed increase of 114,000 gpd of potable water usage." Neither Bowyer-Singleton staff nor their client, Shutts and Bowen has consulted either formally or informally with us. This absence of consultation has occurred while the Seminole County Planning Department staff has stated clearly that water concurrency will be a primary consideration for this development because of the increased demand.

The letter recommends that the project be connected to reclaimed water. We understand that the project is already required to connect to reclaimed water under Seminole County Land Development Code (LDC) Sec 30.1234 and 30.1231(e). The letter states that, with the use of reclaimed water, the potable water use per unit will be below 300 gpd/unit. Capacity factors for multi-family developments do not include reclaimed water. So while this statement may be realistically true, the capacity calculations will remain the same regardless of the source of irrigation water.

Consumptive Use Permit potable water allocations from SJRWMD are structured with yearly incremental increases in many cases. These increases utilize current Future Land Use profiles and population projections with anticipated water demand from indoor and outdoor use taking into account per-capita consumption and irrigable area demand.

Any increases in water demand will necessarily effect the water allotments in the current permit. It is the recommendation of the Environmental Services Department that any

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increases in the potable water demand for future projects be mitigated or offset through some means, either on the subject property site, or by incorporating alternative water projects into existing properties, offsetting potable water on a one for one basis.

We are very interested in working with the developer on options to mitigate for the increased demand that this PUD Amendment will generate. We appreciate the opportunity to provide comments. If you have any questions, please contact Liz Block (2121) or myself (2010).

Thank you.

C: Sally Sherman, Deputy County Manager
Don Fisher, Deputy County Manager
Dennis Westrick, P.E., PEI Manager
Liz Block, Water Conservation Coordinator

Exhibit F

Tony Matthews
05/27/2004 12:14 PM

To: Tina Deater/Seminole@Seminole
cc:
Subject: Fw: Proposed Change to Heathrow International Business Center DRI

FYI.

Tony Matthews
Planning Division
1101 East First Street
Sanford, FL 32771
407-665-7371

----- Forwarded by Tony Matthews/Seminole on 05/27/2004 12:19 PM -----



"Fred Milch"
<fmilch@ecfrpc.org>
05/27/2004 08:56 AM

To: "Meredith H. Pickens" <mharper@shutts-law.com>
cc: "Tony Matthews" <TMatthews@co.seminole.fl.us>, "Sandra Glenn"
<Sglenn@ecfrpc.org>, "John Omana" <jomana@lakemaryfl.com>
Subject: FW: Proposed Change to Heathrow International Business Center DRI

Good Morning, Meredith,
Again, I am forwarding this so you may begin your response, but please,
as with the SJRWMD letter I forwarded earlier, save your responses for
the formal submittal of additional information. Please feel free to
contact Dianne Kramer, however, if you seek clarification or discussion.
Thanks, Fred.

Fred Milch, AICP
East Central Florida Regional Planning Council
631 N. Wymore Road, Suite 100
Maitland, FL 32751-4246
407/623-1075
407/623-1084 (fax)
fmilch@ecfrpc.org

We abuse land because we regard it as a commodity belonging to us. When
we see land as a community to which we belong, we may begin to use it
with love and respect.
Aldo Leopold, 1948

-----Original Message-----

From: Dianne_Kramer@scps.k12.fl.us [mailto:Dianne_Kramer@scps.k12.fl.us]

Sent: Wednesday, May 26, 2004 4:04 PM

To: sglenn@ecfrpc.org

Cc: Board-Members_DL/scps_esc@mail.scps.k12.fl.us; fmilch@ecfrpc.org

Subject: Proposed Change to Heathrow International Business Center DRI

Thank you for the opportunity to review the proposed change to the
Heathrow International Business Center Development of Regional Impact. I
understand from the application that approval of the requested change
could result in an additional 819 multi-family residential units in
Seminole County and the City of Lake Mary. This change in land use would
generate at least 185 public school students that are not currently
anticipated. In planning for school capacity in this area, Seminole
County Public Schools had anticipated the previously approved office
land uses, so there is no classroom capacity to accommodate the
additional enrollment. The following schools currently serve this
geographical area:

Elementary Northwest Cluster (choice of Wilson, Bentley,
Idyllwilde, and Wicklow)

Middle Sanford and Millennium Middle Schools
High Seminole High

To illustrate the deficit of classroom space in these schools, please note that there are 36 portables on the elementary campuses, 24 portables at the two middle schools, and 18 portables on the high school campus. A classroom addition is currently under construction at Seminole High School and Early Learning Center additions at Wilson and Bentley Elementary schools will open in August 2005. A new middle school next to Heathrow Elementary will open in August 2006, but it will need to provide relief for other middle schools in the area also. In short, even with the planned capacity additions, there is still a deficit in classroom space.

The additional 819 units would generate only \$523,341 in impact fees, based on the current rate structure. If the district purchased classroom space to house the anticipated number of students associated with this development, it would cost a minimum of \$700,000.

On behalf of Seminole County Public Schools, I would recommend denial of this proposed change. If it is approved, however, some provision should be made to off-set the school system impacts. If 125% of the impact fees were paid at the time of approval, the district could have funds in a timely manner to address the capacity impacts of this development. Please feel free to contact me if you need additional information. Thank you.

Dianne L. Kramer, Deputy Supt./Operations
Seminole County Public Schools
407.320.0060 direct line
407.320.0292 FAX

<mailto:dianne_kramer@scps.k12.fl.us>

Exhibit G



Matt West/Seminole
06/09/2004 12:39 PM

To: Jeffrey Hopper/Seminole@Seminole, Tina
Deater/Seminole@Seminole
cc
bcc
Subject: Fw: Proposed Change to HIBC DRI

----- Forwarded by Matt West/Seminole on 06/09/2004 12:44 PM -----



"Meredith H. Pickens"
<Mharper-Pickens@shu
tts-law.com>

06/09/2004 10:38 AM

To: dianne_kramer@scps.k12.fl.us
cc: fmlch@ecfrpc.org, Sglenn@ecfrpc.org, gschindler@lakemaryfl.com,
jomana@lakemaryfl.com, MWest@seminolecountyfl.gov
Subject: Proposed Change to HIBC DRI

Hi Dianne. Thank you for your response to our Notice of Proposed Change to the HIBC (Colonial Center Heathrow) DRI in the City of Lake Mary and Seminole County, Florida.

Your analysis of school capacity seems to be based on a proposed increase in 819 multi-family residential units. In actuality, we are proposing to add 455 multi-family units - 155 townhomes in the City's jurisdiction, and up to 300 apartments in the County's jurisdiction. In exchange for this increase, we have proposed a decrease in approved office space of 225,000 square feet.

Instead of the 185 projected new public school students, the revised project will likely generate less than 102 new public school students. Based on these numbers, we would like the School Board to estimate whether the new facilities and improvements to existing schools are likely to accommodate these projected students. The estimated impact fees would total \$290,745 for 455 new residential units, and the Applicant feels that these fees should be sufficient to offset any of its impacts. The Applicant is not in favor of paying 125% of the listed impact fees since that is not a legal requirement.

Please give me a call if you have any questions or require additional information. Thanks.

"MMS <shutts-law.com>" made the following annotations.

The information in this email transmission is privileged and confidential. If you are not the intended recipient, nor the employee or agent responsible for delivering it to the intended recipient, you are hereby notified that any dissemination or copying of this transmission (including any attachments) is strictly prohibited. If you have received this email in error, please notify the sender by email reply. Thank you.
=====

=====

Exhibit H



Matt West/Seminole
06/09/2004 02:13 PM

To Jeffrey Hopper/Seminole@Seminole, Tina
Deater/Seminole@Seminole
cc
bcc
Subject Fw: Proposed Change to HIBC DRI

----- Forwarded by Matt West/Seminole on 06/09/2004 02:17 PM -----



Dianne_Kramer@scps.
k12.fl.us
06/09/2004 02:00 PM

To: Mharper-Pickens@shutts-law.com
cc: Board-Members_DL/scps_esc@mail.scps.k12.fl.us, fmlch@ecfrpc.org,
gschindler@lakemaryfl.com, jomana@lakemaryfl.com,
MWest@seminolecountyfl.gov, Sglenn@ecfrpc.org
Subject: RE: Proposed Change to HIBC DRI

Thank you for your response. My recollection of the application indicated that there was a maximum allowable number of units and then an indication of the number of units that you intend to construct. Whichever figure that you choose to use, there is still an increase in residential units and an increase in student enrollment. Understanding that both the county and the city have many factors to consider regarding this request, there is still a significant impact on the school system. Seminole County Public Schools is currently spending more than \$1 million to provide portable classrooms to house a growing enrollment. The current financially feasible 10 year capital plan cannot address all of the capital improvement needs -- there are over \$50 million of un-funded needs and the projects included in the 10 year plan are not just future needs; they are immediate needs. The increasing conversion of office/commercial land to residential use has not been part of our future planning process. While I appreciate the fact that you consider the impact fee payment of \$290,745 to be sufficient, it does not cover the cost to house the students that will be generated by your development. That is clear in the fee calculation and is certainly evident in the fee structure of our surrounding counties.

Seminole County Public Schools has reviewed this change and expressed our concerns, but it is a local government decision. We would hope that developers and local governments would choose to work with us to help maintain our quality school system. Thank you.

-----Original Message-----

From: Mharper-Pickens [mailto:Mharper-Pickens@shutts-law.com]
Sent: Wednesday, June 09, 2004 10:38 AM
To: Dianne Kramer
Cc: fmlch; Sglenn; gschindler; jomana; MWest
Subject: Proposed Change to HIBC DRI

Hi Dianne. Thank you for your response to our Notice of Proposed Change to the HIBC (Colonial Center Heathrow) DRI in the City of Lake Mary and Seminole County, Florida.

Your analysis of school capacity seems to be based on a proposed increase in 819 multi-family residential units. In actuality, we are proposing to add 455 multi-family units - 155 townhomes in the City's jurisdiction, and up to 300 apartments in the County's jurisdiction. In exchange for this increase, we have proposed a decrease in approved office space of 225,000 square feet.

Instead of the 185 projected new public school students, the revised project will likely generate less than 102 new public school students. Based on these numbers, we would like the School Board to estimate whether the new facilities and improvements to existing schools are likely to accommodate these projected students. The estimated impact fees would total \$290,745 for 455 new residential units, and the Applicant feels that these fees should be sufficient to offset any of

its impacts. The Applicant is not in favor of paying 125% of the listed impact fees since that is not a legal requirement.

Please give me a call if you have any questions or require additional information. Thanks.

"MMS <shutts-law.com>" made the following annotations.

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SEMINOLE COUNTY
PUBLIC SCHOOLS

BILL VOGEL, Ed.D.
Superintendent

Educational Support Center
400 E. Lake Mary Boulevard
Sanford, Florida 32773-7127
Phone: (407) 320-0004
Fax: (407) 320-0281
Suncom: 351-0004

SCHOOL BOARD
SANDY ROBINSON
Chairman

DEDE SCHAFFNER
Vice Chairman

DIANE BAUER
Board Member

LARRY FURLONG
Board Member

JEANNE MORRIS
Board Member

Exhibit I

ITEM # 41

RECEIVED

AUG 25 2004

SEMINOLE COUNTY
COUNTY MANAGER

August 23, 2004

Mr. Kevin Grace
County Manager
1101 East First Street
Sanford, Florida 32771-1468

Dear Kevin,

On August 10, 2004, the School Board voted to oppose the Florence Arbor Townhouse and Condominium Project as well as land use changes that convert non-residential properties to residential properties until the School Board, county, and cities have an opportunity to discuss future growth and the impact of those changes on the county and the school district.

The School Board asked that we discuss the possibility of a joint meeting, but after our conversation it would be difficult to schedule such a meeting before September 14, 2004, which is when your Board is rehearing the Florence Arbor Project. It is my understanding that your staff has recommended that all proposed land use changes be continued until the spring.

Therefore, my thoughts would be to proceed as we discussed at the August Mayors and Managers meeting to convene the Planning Technical Advisory Committee to address these matters over the next few months with a joint meeting to follow.

Please contact me if you have any questions.

Sincerely,

Bill Vogel
Bill Vogel
Superintendent

Cc: Board Members
Dianne Kramer

This Instrument Prepared By
And After Recording Return To:

Meredith H. Pickens, Esq.
Shutts & Bowen LLP
300 S. Orange Avenue, Suite 1000
Orlando, Florida 32801

**SECOND AMENDMENT TO
THIRD AMENDED AND RESTATED DEVELOPMENT ORDER
HEATHROW INTERNATIONAL BUSINESS CENTER
(SEMINOLE COUNTY)**

THIS SECOND AMENDMENT TO THE THIRD AMENDED AND RESTATED DEVELOPMENT ORDER FOR HEATHROW INTERNATIONAL BUSINESS CENTER is made and executed this _____ day of _____, 2004, by SEMINOLE COUNTY, FLORIDA (the "County") and COLONIAL REALTY LIMITED PARTNERSHIP, a Delaware limited partnership ("Colonial").

WITNESSETH:

WHEREAS, on May 25, 2001, the County adopted the Third Amended and Restated Development Order for the Heathrow International Business Center DRI ("HIBC"), recorded at Official Records Book 4019, Pages 0105 and issued the First Amendment to the Third Amended and Restated Development Order for Heathrow International Business Center DRI on October 14, 2003; and

WHEREAS, Colonial Realty Limited Partnership is the developer (the "Master Developer") of real property located in the City of Lake Mary and Seminole County known as the Heathrow International Business Center DRI ("HIBC"), more particularly described in Exhibit "A" attached hereto; and

WHEREAS, Heathrow 6 LLC is the owner and developer of 17.253 acres, more particularly described in Exhibit "B" attached hereto, which such parcel is comprised of a portion of the real property identified as Parcel Id: 06-30-30-300-0130-0000 and Parcel Id: 06-30-300-0120-0000; and

WHEREAS, Heathrow 4 LLC is the owner and developer of that certain real property identified as Parcel Id: 06-20-30-5UD-0000-0010, of which 15 acres will be developed as an apartment complex; and

WHEREAS, Heathrow 6 LLC and Heathrow 4 LLC are collectively referred to herein as the "Site Developer"; and

WHEREAS, the Site Developer desires to modify the Third Amended and Restated Development Order for HIBC as amended by that certain First Amendment by (i) changing the name of the DRI to Colonial Center Heathrow, (ii) changing the DRI to allow multi-family development on the portions of the DRI located within the City of Lake Mary, (iii) amending the DRI so that an additional 455 multi-family units are permitted on the property located within the City of Lake Mary and Seminole County, (iv) decreasing office square footage by 225,000 square feet within the entire DRI while simultaneously increasing the number of multi-family units permitted in the DRI from 581 units to 1036, with the ability to use the existing conversion matrix for a maximum of 1400 multi-family units (v) changing the land use designation for Tracts "D" and "O" from office to multi-family and (vi) changing the land use designation of Tract "P" from office to office and multi-family; and

WHEREAS, the City has determined that the proposed changes to the Third Amended and Restated Development Order do not constitute a substantial deviation under Section 380.06(19), Florida Statutes.

NOW THEREFORE, the Third Amended and Restated Development Order for HIBC is hereby amended as follows:

1. The name of the Heathrow International Business Center Development of Regional Impact is hereby officially changed to Colonial Center at Heathrow.
2. **Section 1.12.(a) HIBC Project Description** in the Third Amendment and Restated Development Order as amended by that First Amendment shall be deleted in its entirety and replaced with the following provision:

<u>Land Use</u>	<u>Lake Mary</u>	<u>Seminole County</u>	<u>Total Project</u>
Office	1,669,750	1,089,250*	2,759,000**
College/University	0	860 Students	860 Students***
Retail/ Commercial	90,000 sf	0	90,000 sf
Hotel	304 rms	0	304 rms
Day Care	0	24,000 sf	24,000 sf
Multi-family	154 du	881 du	1036 du
Parks:			
-Urban Park	9.1 acres	0	9.1 acres

-Linear Park	5.1 acres	1.9 acres	7.0 acres
Open Space/ Retention /Lakes	27.5 acres	57.8 acres	84.6 acres
Right-of-Way	42.0 acres	9.6 acres	51.6 acres

* Includes Support Retail/Commercial, not to exceed 26,250 square feet and 14,000 square feet of office allotted to the parcel owned by SCC.

** Transfers in Office square footage **and Multi-family units** between the City of Lake Mary and Seminole County shall be permitted. Notifications to DCA and ECFRPC of these transfers will not be required but will be required in the DRI Annual Report.

**** Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility.

(b) Location of HIBC: The HIBC is located west of Interstate 4 between CR 46A and Lake Mary Boulevard, Seminole County, Florida.

(c) Acreage: 436.7 acres; 218.4 acres more or less in unincorporated Seminole County.

(d) Height Limitations: Tracts A and B no more than 45 feet; Tract C and Q no more than 60 feet except within 200 feet of an existing residential land use and there the height shall not exceed 35 feet.

(e) Legal Description: A legal description for the Seminole County portion of the DRI is attached as Exhibit "C". A legal description for the entire HIBC is attached as Exhibit "A".

(f) Master Plan: A revised Master Plan for the entire HIBC is attached hereto as Exhibit "D". The Master Plan (Map H) for the DRI has been revised as the land use designation for Tracts "D" (located in the City of Lake Mary) and "O" (located in Seminole County) has been changed from office to multi-family and the land use designation of "Tract "P" (located in Seminole County) has been changed from office to multi-family and office.

(g) Project Phasing: Phase I: 12/30/2001
 Phase II: 12/30/2015

(h) An exchange of the approved land uses may be requested of the County **or the City** using the following conversion factors which are based on the most restrictive trip generation, whether daily, or PM peak direction. However, the exchange of land uses shall not result in an increase in external PM peak-hour peak-direction trips.

		OFFICE (ksf)	MULTI- FAMILY (units)	COMM. (ksf)	HOTEL* (rooms)
Office (1 ksf)	Is equivalent to	1,000	1.762	.178	2.561
Multi- Family* (1 units)	Is equivalent to	.167**	1,000	0.066**	1.293**
Commercial (1ksf)	Is equivalent to	2.530**	9.926	1.000	14.428
Hotel* (1 room)	Is equivalent to	0.130**	0.688	0.051**	1.000

* The conversion to multi-family units shall be allowed in **both Seminole County and the City of Lake Mary**; conversion to hotel rooms shall only be allowed in the City of Lake Mary.

** Based on PM peak-hour peak direction.

The Developer shall give the DCA and ECFRPC notice of its intent to convert land uses using the conversion methodologies set forth above at least thirty (30) prior to the conversion being approved by the **City or County, whichever is the applicable governing jurisdiction**. The notice shall identify the actual conversion methodology used and the resulting impacts of the conversion in terms of Project character, PM peak-hour peak-direction traffic generation, potable water usage, wastewater and solid waste capacity. A letter will be obtained from Seminole County at the time of the proposed conversion verifying the potable water, wastewater and solid waste capacity is available to accommodate the impacts resulting from the conversion. In addition, the DRI Annual Report and any subsequent Notification of Proposed Change ("NOPC") shall include information indicating the cumulative number of multi-family units, the cumulative number of office square footage that have been

approved by **the City and County** as of the Annual Report Date or the date of the NOPC. Any proposed change that results in less than the minimum threshold or more than the maximum threshold set forth below for any land use shall be reviewed as part of an NOPC.

	<u>Minimum Threshold</u>	<u>Maximum Threshold</u>
Office	1,000,000 sf	3,100,000 sf
Multi-family	313 units	1400 units
Commercial	40,000 sf	150,000 sf
Hotel	300 rooms	375 rooms

3. Master Plan. The Master Plan (Map H) for the DRI has been revised as the land use designation for Tracts "D" (located in the City of Lake Mary) and "O" (located in Seminole County) have been changed from office to multi-family and the land use designation for "Tract "P" (located in Seminole County) has been changed from office to office and multi-family. The revised Master Plan (Map H) is attached hereto as Exhibit "D".

4. Entire Agreement. Except as specifically amended hereby, the Third Amended and Restated Development Order as previously amended by that First Amendment shall continue in full force and effect in accordance with its terms.

DONE AND ORDERED ON THE DATE FIRST WRITTEN ABOVE.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Daryl G. McLain, Chairman

"MASTER DEVELOPER"

Signed, sealed and delivered
in the presence of:

COLONIAL REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership

By Its General Partner: Colonial Properties Trust
an Alabama declaration of trust

Print Name

By: _____
Charles A. McGehee
Executive Vice President

Print Name

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by Charles A. McGehee, as Executive Vice President of Colonial Properties Trust, the general partner of Colonial Realty Limited Partnership, on behalf of said partnership. He is personally known to me or has produced _____ as identification.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of the Third Amended and Restated Development order as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

HEATHROW 6 LLC,
a Delaware limited liability company

Print Name

By: _____
Print Name: _____
Its: _____

Print Name

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 6 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of the Third Amended and Restated Development order as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

HEATHROW 4 LLC,
a Delaware limited liability company

Print Name

By: _____
Print Name: _____
Its: _____

Print Name

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 4 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____
My Commission Expires: _____

EXHIBIT "A"

HEATHROW INTERNATIONAL BUSINESS CENTER DRI

LEGAL DESCRIPTION OF ENTIRE DRI (CITY AND COUNTY)

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00° 21' 05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North 89° 46' 28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17° 35' 11" West along said right of way line for a distance of 429.25 feet; thence South 21° 35' 11" West, 637.08 feet to the Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39° 25' 29" for a distance of 726.57 feet to the point of tangency; thence South 61° 00' 40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26° 00' 21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11° 00' 13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00° 24' 05" for 9.67 feet to the point of tangency; thence North 11° 24' 18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60° 00' 00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11° 21' 53" for a distance of 683.36 feet to the point of tangency; thence run North 59° 57' 35" East, 200.14 feet; thence run South 00° 21' 05" East, 21.80 feet to the POINT OF BEGINNING,

Contains: 36.88 Acres, more or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Sections 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00° 04' 17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42° 30' 27" West, 149.49 feet; thence North 41° 18' 38" West, 516.64 feet; thence South 48° 41' 20" West, 200.00 feet; thence South 78° 55' 17" West, 728.58 feet; thence North 04° 15' 32" West, 471.30 feet; thence North 48° 16' 27" West, 888.59 feet; thence South 89° 58' 52" East, 205.00 feet; thence North 00° 19' 51" East, 350.00 feet; thence South 89° 58' 52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00° 03' 45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89° 58' 52" East, 898.77 feet; thence South 00° 04' 17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89° 57' 02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 33.00 feet; thence North 00° 04' 17" West along the East right of way of Banana Lake Road and a line 33 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 1303.44 feet; thence North 00° 04' 43" West along said right of way and along a line 33 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for a distance of 1281.20 feet; thence North 89° 53' 25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1454.93 feet; thence North 00° 06' 26" East along the West right of way of the abandoned S.C.L. Railroad for a distance of 1745.09 feet; thence South 89° 44' 51" East along a line 25 feet South of and parallel to the North line of Section 6 and along the South right of way of State Road 46A for a distance of 1474.55 feet; thence South 00° 15' 09" West, 25.00 feet; thence South 89° 44' 51" East, 440.00 feet; thence South 00° 15' 09" West, 20.00 feet; thence South 89° 44' 51" East, 364.98 feet; thence South 24° 07' 41" West along the West right of way of Interstate No. 4 (State Road #400) for a distance of 2877.13 feet; thence South 89° 53' 25" West along the North line of the South 10 acres of Government Lot 2 for a distance of 42.32 feet; thence South 00° 07' 40" East along the West line of Government Lot 2 for a distance of 93.94 feet; thence South 24° 07' 41" West along the aforesaid West right of way of Interstate No. 4 for a distance of 1990.99 feet Southeasterly to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06° 32' 30" for a distance of 1308.34 feet to the point of tangency; thence South 17° 35' 11" West, 70.00 feet; thence departing said right of way run North 72° 24' 49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along.

the arc of said curve through a central angle of 24° 55' 11" for a distance of 782.88 feet; thence South 42° 30' 27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 318.38 Acres, more or less.

AND:

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00° 04' 17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 7.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 492.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet; thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

AND:

A portion of the South ½ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Northeast corner of the South ½ of the Southwest ¼ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, for a POINT OF BEGINNING; thence South 01°00'00" West, along the East line of the Southwest ¼ of said Section 1, a distance of 350.00 feet; thence departing said East line, run North 89°00'00" West, a distance of 285.00 feet; thence North 01°00'00" East, a distance of 563.81 feet; thence South 89°00'00" East, a distance of 285.00 feet to a point on the West line of the Southeast ¼ of said Section 1; thence North 01°00'00" East, along said West line, a distance of 298.40 feet to the Northwest corner of Island Lake Park, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence departing said West line, run South 89°52'48" East, along the North line of said Island Lake Park and its Easterly extension, a distance of 1786.76 feet to a point on the centerline of Banana Lake Road (a 50' Right of Way); thence run South 00°21'30" West, along said centerline, a distance of 344.40 feet, thence departing said centerline, run North 90°00'00" West, a distance of 895.50 feet to a point on the East Right of Way line of Island Lake Drive, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence run South 00°26'00" West, along said East Right of Way line, a distance of 164.00 feet to a point on the South Right of Way line of said Island Lake Drive; thence departing said East Right of Way line run North 90°00'00" West along said South Right of Way line, a distance of 896.80 feet to the POINT OF BEGINNING.

Contains: 29.49 Acres, more or less and being subject to any easements, restrictions and right of way record.

EXHIBIT "B"

LEGAL DESCRIPTION 17.253 ACRES

A tract of land lying in Section 6, Township 20 South, Range 30 East; Seminole County, Florida; and being more particularly described as follows:

Commence at the Southwest corner of Section 6, Township 20 South, Range 30 East, Seminole County, Florida and run North 00°04'17" West along the West line of the Southwest 1/4 of the aforesaid Section 6 for a distance of 2151.65 feet; thence departing said West line and run North 89°55'43" East for a distance of 233.00 feet to the POINT OF BEGINNING; thence run North 00°04'17" West along a line being 233.00 feet East of and parallel to the West line of the Southwest 1/4 for a distance of 492.17 feet; thence run North 00°04'43" West along a line being 233.00 feet East of and parallel to the West line of the Northwest 1/4 of the aforesaid Section 6 for a distance of 817.03 feet to the Southwest corner of a tract of land as described in that Special Warranty Deed as recorded in Official Records Book 3170, Page 0001; thence North 90°00'00" East along the South line of said tract for a distance of 556.67 feet; thence departing said South line of the aforesaid tract and run Southerly along the Westerly right of way line of Business Center Drive for the following courses: South 16°01'30" East, a distance of 318.08 feet to a Point of Curvature of a curve concave Westerly having a radius of 995.00 feet; thence run Southerly along the arc of said curve through a central angle of 17°30'37" for a distance of 304.08 feet to the Point of Tangency; thence run South 01°29'07" West, a distance of 432.97 feet to a Point of Curvature of a curve concave Easterly having a radius of 498.00 feet; thence run Southerly along the arc of said curve through a central angle of 5°21'10" for a distance of 46.53 feet to the Northeasterly corner of the Easement Agreement as recorded in Official Records Book 3692, Page 1622 of the Public Records of Seminole County, Florida; thence departing the aforesaid Westerly right of way line and run Southwesterly along the Northerly line of the aforesaid Easement Agreement for the following courses: South 88°55'29" West, a distance of 307.22 feet; thence South 59°03'56" West, a distance of 423.95 feet to the POINT OF BEGINNING.

Containing 751,520 square feet or 17.253 Acres, more or less

EXHIBIT "C"

HEATHROW INTERNATIONAL BUSINESS CENTER DRI

SEMINOLE COUNTY PORTION ONLY

LEGAL DESCRIPTION

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West ¼ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00° 21' 05" West along the West line of the Northwest ¼ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North 89° 46' 28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17° 35' 11" West along said right of way line for a distance of 429.25 feet; thence South 21° 35' 11" West, 637.08 feet to the Point Of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39° 25' 29" for a distance of, 726.57 feet to the point of tangency; thence South 61° 00' 40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26° 00' 21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11° 00' 13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00° 24' 05" for 9.67 feet to the point of tangency; thence North 11° 24' 18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60° 00' 00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11° 21' 53" for a distance of 683.36 feet to the point of tangency; thence run North 59° 57' 35" East, 200.14 feet; thence run South 00° 21' 05" East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.8 Acres, more or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00° 04' 17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42° 30' 27" West, 149.49 feet; thence North 41° 18' 38" West, 516.64 feet; thence South 48° 41' 20" West, 200.00 feet; thence South 78° 55' 17" West, 728.58 feet; thence North 04° 15' 32" West, 471.30 feet; thence North 49° 16' 27" West, 888.59 feet; thence South 89° 58' 52" East, 205.00 feet; thence North 00° 19' 51" East, 350.00 feet; thence South 89° 58' 52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00° 03' 45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89° 58' 52" East, 898.77 feet; thence South 00° 04' 17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89° 57' 02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24° 07' 41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06° 32' 30" for a distance of 1308.34 feet to the point of tangency; thence South 17° 35' 11" West, 70.00 feet; thence departing said right of way run North 72° 24' 49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24° 55' 11" for a distance of 782.88 feet; thence South 42° 30' 27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.1 Acres, more or less.

AND:

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of

978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the North west ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforesubdivided subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31° 12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01° 29' 07" West, 50.00 feet, thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence, South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet; thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

AND:

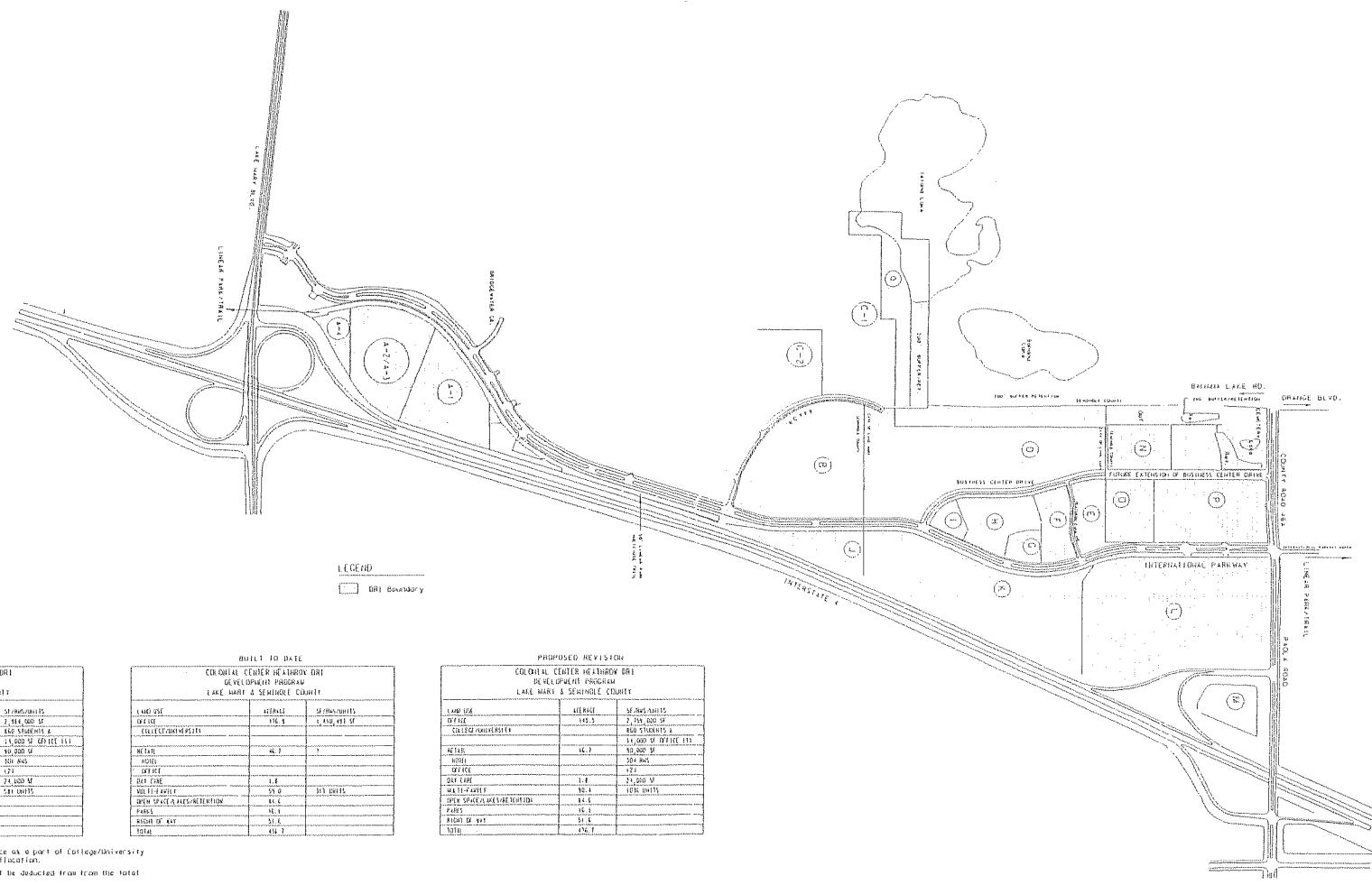
A portion of the South ½ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Northeast corner of the South ½ of the Southwest ¼ of Section 1, Township 20 South, Range 29 East, Seminole County, Florida, for a POINT OF BEGINNING; thence South 01°00'00" West, along the East line of the Southwest ¼ of said Section 1, a distance of 350.00 feet; thence departing said East line, run North 89°00'00" West, a distance of 285.00 feet; thence North 01°00'00" East, a distance of 563.81 feet; thence South 89°00'00" East, a distance of 285.00 feet to a point on the West line of the Southeast ¼ of said Section 1; thence North 01°00'00" East, along said West line, a distance of 298.40 feet to the Northwest corner of Island

Lake Park, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida; thence departing said West line, run South 89°52'48" East, along the North line of said Island Lake Park and its Easterly extension, a distance of 1786.76 feet to a point on the centerline of Banana Lake Road (a 50' Right of Way); thence run South 00°21'30" West along said centerline, a distance of 344.40 feet; thence departing said centerline, run North 90°00'00" West, a distance of 895.50 feet to a point on the East Right of Way line of Island Lake Drive, as recorded in Plat Book 9, Page 89, Public Records of Seminole County, Florida, thence run South 00°26'00" West, along said East Right of Way line, a distance of 164.00 feet to a point on the South Right of Way line of said Island Lake Drive; thence departing said East Right of Way line run North 90°00'00" West, along said South Right of Way line, a distance of 896.80 feet to the POINT OF BEGINNING.

Contains: 29.54 Acres, more or less.

Legal description provided by applicant.



TRACT	DESCRIPTION	LAND USE
TRACT A-1	OFFICE	
TRACT A-2	OFFICE	
TRACT A-3	OFFICE	
TRACT B	OFFICE	
TRACT C-1	MOD. F. FAMILY	
TRACT C-2	MOD. F. FAMILY	
TRACT D	MOD. F. FAMILY	
TRACT E	OFFICE	
TRACT F	SUPPORT RETAIL/COMM.	
TRACT G	GRASS PARK	
TRACT H	SUPPORT RETAIL/COMM.	
TRACT I	RECREATION	
TRACT J	OFFICE	
TRACT K	RETAIL/OFFICE/INDEN.	
TRACT L	R. & M.	
TRACT M	RECREATION	
TRACT N	MOD. F. FAMILY	
TRACT O	OFFICE, MOD. F. FAMILY	
TRACT P	MOD. F. FAMILY	

APPROVED		
COLONIAL CENTER HEATHROW DRI DEVELOPMENT PROGRAM LAKE MARY & SEMINOLE COUNTY		
LAND USE	ACRES	SF. PROVISIONS
OFFICE	176.8	2,704,000 SF
COLLECTOR/INTERSTATE		140,000 SF OFFICE (11)
NETAL	46.7	60,000 SF
MOD. F. FAMILY		200,000 SF
OFFICE	122	
DAY CARE	1.8	24,000 SF
MOD. F. FAMILY	58.8	540,000 SF
OPEN SPACE/RECREATION	84.5	100,000 SF
PARKS	16.1	
RIGHT OF WAY	24.8	
TOTAL	456.7	

BUILT TO DATE		
COLONIAL CENTER HEATHROW DRI DEVELOPMENT PROGRAM LAKE MARY & SEMINOLE COUNTY		
LAND USE	ACRES	SF. PROVISIONS
OFFICE	176.8	2,704,000 SF
COLLECTOR/INTERSTATE		140,000 SF OFFICE (11)
NETAL	46.7	60,000 SF
MOD. F. FAMILY		200,000 SF
OFFICE	122	
DAY CARE	1.8	24,000 SF
MOD. F. FAMILY	58.8	540,000 SF
OPEN SPACE/RECREATION	84.5	100,000 SF
PARKS	16.1	
RIGHT OF WAY	24.8	
TOTAL	456.7	

PROPOSED REVISION		
COLONIAL CENTER HEATHROW DRI DEVELOPMENT PROGRAM LAKE MARY & SEMINOLE COUNTY		
LAND USE	ACRES	SF. PROVISIONS
OFFICE	176.8	2,704,000 SF
COLLECTOR/INTERSTATE		140,000 SF OFFICE (11)
NETAL	46.7	60,000 SF
MOD. F. FAMILY		200,000 SF
OFFICE	122	
DAY CARE	1.8	24,000 SF
MOD. F. FAMILY	58.8	540,000 SF
OPEN SPACE/RECREATION	84.5	100,000 SF
PARKS	16.1	
RIGHT OF WAY	24.8	
TOTAL	456.7	

11) Development of 11,000 sq. ft. of office as a part of College/University shall be deducted from the total office allocation.
12) Development of office on tract E shall be deducted from the total office allocation.
13) Office use includes Support Retail / Commercial uses.

DATE	BY	DESCRIPTION	DATE	BY	DESCRIPTION

SHULTS & BOWEN, LLP
300 SOUTH ORANGE AVE.
SUITE 200
ORLANDO, FLORIDA 32802-4596
(407) 423-1200

SHULTS & BOWEN & ASSOC., INC.
Transportation Consultant
SUITE 200
3640 MAGNOLIA BLVD.
ORLANDO, FLORIDA, 32803
(407) 898-1511

BOWYER SINGLETON & ASSOCIATES, INCORPORATED
320 SOUTH MAGNOLIA AVENUE • ORLANDO, FLORIDA 32801
407-843-5120 • ENGINEERING BUSINESS • (407) 843-5121
ENGINEERING PLANNING SURVEYING ENVIRONMENTAL

SEMINOLE CO., LAKE MARY, FLORIDA

REVISED MAP "H"
HEATHROW INTERNATIONAL BUSINESS CENTER DRI
(AKA COLONIAL CENTER HEATHROW DRI)

DATE	AMENDMENT
DESIGNED	REV.
DRAWN	REV.
CHECKED	REV.
PROJECT NO.	1000
FILE NO.	1000
SHEET	1 OF 1

**SECOND AMENDMENT TO THE
THIRD AMENDED AND RESTATED COMMITMENTS,
CLASSIFICATION AND DISTRICT DESCRIPTION
COLONIAL CENTER HEATHROW
PLANNED UNIT DEVELOPMENT
(SEMINOLE COUNTY)**

On May 8, 2001, the Board of County Commissioners adopted the Third Amended and Restated Commitments, Classification and District Description for the Heathrow International Business Center PUD ("PUD") recorded at Official Records Book 4091, Page 0145 (legal description of which is attached hereto as Exhibit "A").

Colonial Realty Limited Partnership, a Delaware limited partnership as the Master Developer and Heathrow 4 LLC and Heathrow 6 LLC as the owners and Site Developers of Tracts "D", "O" and "P" (as designated on the Master Plan) hereby seek to develop a 300 unit apartment complex on a portion of Tracts "O" and "P", comprising approximately 15 acres and a 155 unit townhouse development on Tract "D". Tract "D" is located in the City of Lake Mary and Tracts "O" and "P" are located in Seminole County. In order to pursue this development, the Master Developer and Site Developers have applied to Seminole County and the City of Lake Mary to amend the PUD to allow for: (i) the name of the PUD to be changed to Colonial Center Heathrow, (ii) decreasing the office square footage by 225,000 square feet within the PUD while simultaneously increasing the total number of multi-family units to 768, with the ability to use the existing conversion matrix set forth in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (iii) a change in the use designation for Tracts "D" and "O" from office to multi-family, (iv) a change of land use designation for Tract "P" from office to office and multi-family and (v) a change to the PUD Final Master Plan, as reflected in attached Exhibit "B" to reflect these changes.

Seminole County and the City of Lake Mary agree to these requested changes.

Therefore, the PUD is hereby amended as follows:

1. The name of the PUD is hereby changed to Colonial Center Heathrow.
2. Tables III-1 and III-2 of the PUD are hereby deleted in their entirety and in place thereof shall be inserted the following:

III. LAND USE TABLE

Table III-1

Colonial Center Heathrow Land Use Data

Total PUD Development Program

<u>Land Use Classification</u>	<u>Acres</u>	<u>Sq. Feet</u>	<u>Units</u>	<u>Rooms</u>	<u>Students</u>
Office ¹	145.5	2,759,000			
College/ University					860 ²
Retail/ Commercial	46.7	90,000			
Hotel				304	
Day Care	1.8	24,000			
Multi-family	60.8		768		
Parks:					
Urban Park	9.1				
Linear Park	7.0				
Open Space/ Retention/Lakes	84.6 ³				
Right-of-Way	51.6				
TOTAL	407.1	2,873,000	768	304	860

¹ Office use includes Support Retail/Commercial uses and Campus Office uses. 14,000 square feet of office is allotted to the parcel owned by SCC

² Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility

³ Includes lift station easement on Tract B

Table III-2

**COLONIAL CENTER HEATHROW
LAND USE DATA**

Seminole County PUD Development Program

<u>Land Use Classification</u>	<u>Acres</u>	<u>Sq. Feet</u>	<u>Units</u>	<u>Students</u>
Office	75.0	1,089,250 ⁴		
College/ University				860 ⁵
Day Care	1.8	24,000		
Multi-family	43.5		613	
Linear Park	1.9			
Open Space/ Retention/Lakes	57.0 ⁶			
Right-of-Way	9.6			
TOTAL	188.8	1,113,250	613	860

3. The Master Plan is hereby revised as set forth in Exhibit "B".
4. Any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P".
5. The addition of any residential units in the future, above the 313 already approved, is subject to concurrency testing to ensure adequate service capacity.
6. Except as expressly amended herein, the PUD shall continue in full force and effect in accordance with the terms set forth herein

DATED THIS _____ DAY OF _____, 2004.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Daryl G. McLain, Chairman

⁴ Office use includes Support Retail/Commercial uses and Campus Office Use. 14,000 square feet of office is allotted to the parcel owned by SCC.

⁵ Trip generation potential for 860 students is equivalent to that which would be generated by approximately an 80,000 square foot educational facility

⁶ Includes lift station easement on Tract B.

"MASTER DEVELOPER"

Signed, sealed and delivered
in the presence of:

Print Name

Print Name

STATE OF _____
COUNTY OF _____

COLONIAL REALTY LIMITED PARTNERSHIP,
a Delaware limited partnership

By Its General Partner: Colonial Properties Trust
an Alabama declaration of trust

By: _____
Charles A. McGehee
Executive Vice President

The foregoing instrument was acknowledged before me this _____ day of
_____, 2004, by Charles A. McGehee, as Executive Vice President of Colonial
Properties Trust, the general partner of Colonial Realty Limited Partnership, on behalf of said partnership.
He is personally known to me or has produced _____ as identification.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of this Amendment as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

HEATHROW 6 LLC,
a Delaware limited liability company

Print Name

By: _____
Print Name: _____
Its: _____

Print Name

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 6 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____
My Commission Expires: _____

ACKNOWLEDGMENT AND CONSENT OF SITE DEVELOPER

The undersigned Site Developer agrees to and accepts all terms and conditions of this Amendment as they apply to the development of Tracts "D", "O" and "P".

Signed, sealed and delivered
in the presence of:

HEATHROW 4 LLC,
a Delaware limited liability company

Print Name

Print Name

STATE OF _____

COUNTY OF _____

The foregoing instrument was acknowledged before me this _____ day of _____, 2004, by _____, as the _____ of Heathrow 4 LLC, a Delaware limited liability company, on behalf of said company. _____ is personally known to me or has produced _____ as identification and did not take an oath.

NOTARY STAMP/SEAL

NOTARY PUBLIC

Print Name: _____

My Commission Expires: _____

EXHIBIT "A"

HEATHROW INTERNATIONAL BUSINESS CENTER PUD

LEGAL DESCRIPTION ENTIRE PUD (CITY AND COUNTY)

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00° 04' 17" West, 1322.26 feet; thence South 89° 57' 02" East along the South line of the North 1/2 of the Southwest 1/4 of Section 6 for a distance of 33.00 feet to the POINT OF BEGINNING; thence North 00° 04' 17" West along the East right of way of Banana Lake Road and a line 33 feet East of and parallel to the West line of the Southwest 1/4 of Section 6 for a distance of 1303.44 feet; thence North 00° 04' 43" West along said right of way and along a line 33 feet East of and parallel to the West line of the Northwest 1/4 of Section 6 for a distance of 1281.20 feet; thence North 89° 53' 25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1454.93 feet; thence North 00° 06' 26" East along the West right of way of the abandoned S.C.L. Railroad for a distance of 1745.09 feet; thence South 89° 44' 51" East along a line 25 feet South of and parallel to the North line of Section 6 and along the South right of way of State Road 46-A for a distance of 1474.55 feet; thence South 00° 15' 09" West, 25.00 feet; thence South 89° 44' 51" East, 440.00 feet; thence South 00° 15' 09" West, 20.00 feet, thence South 89° 44' 51" East, 364.98 feet; thence South 24° 07' 41" West along the West right of way of Interstate No. 4 (State Road #400) for a distance of 2877.13 feet; thence South 89° 53' 25" West along the North line of the South 10 acres of Government Lot 2 for a distance of 42.32 feet; thence South 00° 07' 40" East along the West line of Government Lot 2 for a distance of 93.94 feet; thence South 24° 07' 41" West along the aforesaid West right of way of Interstate No. 4 for a distance of 1708.48 feet; thence North 89° 57' 02" West along the South line of the North 1/2 of the Southwest 1/4 of Section 6 for a distance of 1817.51 feet to the POINT OF BEGINNING.

Contains: 218.26 Acres, more or less.

Together with:

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West 1/4 corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North 00°21'05" West along the West line of the Northwest 1/4 of said Section 7 for a distance of 0.50

feet to the POINT OF BEGINNING; thence run North 89°46'28" East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South 17°35'11" West along said right of way line for a distance of 429.25 feet; thence South 21°35'11" West, 637.08 feet to the Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of 39°25'29" for a distance of 726.57 feet to the point of tangency; thence South 61°00'40" West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of 26°00'21" for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North 11°00'13" West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of 00°24'05" for 9.67 feet to the point of tangency; thence North 11°24'18" West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of 60°00'00" for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of 11°21'53" for a distance of 683.36 feet to the point of tangency; thence run North 59°57'35" East, 200.14 feet; thence run South 00°21'05" East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.88 Acres, more, or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North 00°04'17" West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South 42°30'27" West, 149.49 feet; thence North 41°18'38" West, 516.64 feet; thence South 48°41'20" West, 200.00 feet; thence South 78°55'17" West, 728.58 feet; thence North 04°15'32" West, 471.30 feet; thence North 48°16'27" West, 888.59 feet; thence South 89°58'52" East, 205.00 feet; thence North 00°19'51" East, 350.00 feet; thence South 89°58'52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00°03'45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89°58'52" East, 898.77

feet; thence South 00°04'17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89°57'02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24°07'41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06°32'30" for a distance of 1308.34 feet to the point of tangency; thence South 17°35'11" West, 70.00 feet; thence departing said right of way run North 72°24'49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24°55'11" for a distance of 782.88 feet; thence South 42°30'27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.12 Acres, more or less.

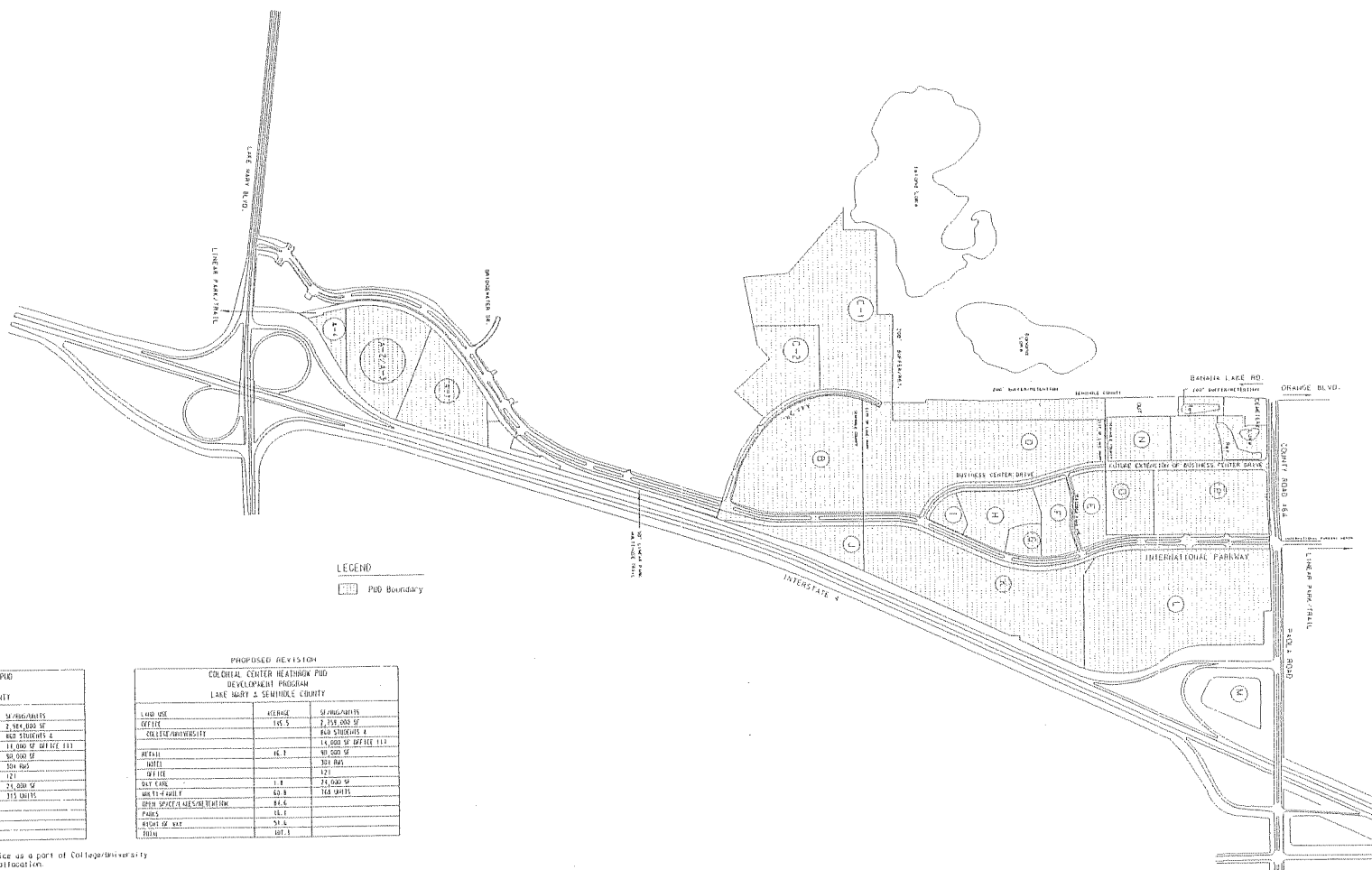
AND

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 90°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet;

thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet; thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.



TRAC1	
TRAC1-1	1 and 3/4
TRAC1-2	OFFICE
TRAC1-3	OFFICE
TRAC1-4	OFFICE
TRAC1-5	OFFICE
TRAC1-6	Lab 11-440113
TRAC1-7	1st 442
TRAC1-8	Lab 11-440117
TRAC1-9	OFFICE
TRAC1-10	OFFICE
TRAC1-11	Lab 11-440120
TRAC1-12	Lab 11-440120
TRAC1-13	Lab 11-440120
TRAC1-14	Lab 11-440120
TRAC1-15	Lab 11-440120
TRAC1-16	Lab 11-440120
TRAC1-17	Lab 11-440120
TRAC1-18	Lab 11-440120
TRAC1-19	Lab 11-440120
TRAC1-20	Lab 11-440120
TRAC1-21	Lab 11-440120
TRAC1-22	Lab 11-440120
TRAC1-23	Lab 11-440120
TRAC1-24	Lab 11-440120
TRAC1-25	Lab 11-440120
TRAC1-26	Lab 11-440120
TRAC1-27	Lab 11-440120
TRAC1-28	Lab 11-440120
TRAC1-29	Lab 11-440120
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TRAC1-31	Lab 11-440120
TRAC1-32	Lab 11-440120
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TRAC1-35	Lab 11-440120
TRAC1-36	Lab 11-440120
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TRAC1-38	Lab 11-440120
TRAC1-39	Lab 11-440120
TRAC1-40	Lab 11-440120
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TRAC1-44	Lab 11-440120
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TRAC1-46	Lab 11-440120
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TRAC1-93	Lab 11-440120
TRAC1-94	Lab 11-440120
TRAC1-95	Lab 11-440120
TRAC1-96	Lab 11-440120
TRAC1-97	Lab 11-440120
TRAC1-98	Lab 11-440120
TRAC1-99	Lab 11-440120
TRAC1-100	Lab 11-440120

APPROVED		
COLORADO CENTER HEATHROW PWD DEVELOPMENT PROGRAM LAKE HARTY & SEANMORE COUNTY		
LAND USE	ACRES	SQ. FEET/ACRES
OFFICE	15.3	2,284,000 SF
CORPORATE/RESIDENTIAL		840 THOUSANDS & 10,000 SQ. YARDS (11)
CHURCH	16.1	2,300,000 SF
HOTEL		104 PWD
OFFICE		121
OFF. BLDG.	1.8	24,000 SQ. FT.
WATER TREATMENT	28.4	315 UNITS
RECREATION SPACES (LAKE & HEATHROW)	14.4	
PARKS	18.4	
WATER OF WAY	54.4	
	145.4	

[illegible]

- i1) Development of 11,000 sq. ft. of office as a part of College/University shall be deducted from the total office allocation.
- i2) Development of office on tract 1 shall be deducted from the total office allocation.
- i3) Office use includes Support Retail / Commercial uses.

[illegible]

SHUTTS & BOWEN, LLP.
100 SOUTH ORANGE AVE.
P.O. BOX 4956
ORLANDO, FLORIDA 32802-4596
(407) 423-3200

KIRLEY-MORN & ASSOC. INC.
Transportation Consultants
SUITE 200
3660 MAGUIRE BLVD.
DORTLAND FLORIDA, 32603
(407) 898-1511

SCIENTIST	DATE
BY OR	
COUNTY	
WITNESSES	
FROM	
APPROPRIATE	
WITNESSES	
AS OF	

BOWYER SINGLETON
& ASSOCIATES, INCORPORATED
 320 SOUTH MADISON AVENUE • GAINESVILLE, FLORIDA 32601
 407-843-5120 • ENGINEERING BUSINESS • 1221

ENGINEERING PLANNING SURVEYING ENVIRONMENTAL

SEMINOLE CO., LAKE MARY

FLORIDA

0431	ASB 204
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REVISED MASTER PLAN
HEATHROW INTERNATIONAL BUSINESS CENTER PUD
(AKA COLONIAL CENTER HEATHROW PUD)

DATE	NAME
01/01/2000	1000
01/02/2000	1000
01/03/2000	1000
01/04/2000	1000
01/05/2000	1000
01/06/2000	1000
01/07/2000	1000
01/08/2000	1000
01/09/2000	1000
01/10/2000	1000
01/11/2000	1000
01/12/2000	1000

JUN 10 2004

AN ORDINANCE AMENDING, PURSUANT TO THE LAND DEVELOPMENT CODE OF SEMINOLE COUNTY, THE ZONING CLASSIFICATIONS ASSIGNED TO CERTAIN PROPERTY LOCATED IN SEMINOLE COUNTY (LENGTHY LEGAL DESCRIPTION ATTACHED AS EXHIBIT A); ASSIGNING CERTAIN PROPERTY CURRENTLY ASSIGNED THE PUD ZONING CLASSIFICATION THE PUD ZONING CLASSIFICATION; PROVIDING FOR LEGISLATIVE FINDINGS; PROVIDING FOR SEVERABILITY; PROVIDING FOR CODIFICATION; AND PROVIDING AN EFFECTIVE DATE.

BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF SEMINOLE COUNTY, FLORIDA:

Section 1. LEGISLATIVE FINDINGS.

(a) The Board of County Commissioners hereby adopts and incorporates into this Ordinance as legislative findings the contents of the documents titled, "Heathrow International Business Center PUD Major Amendment."

(b) The Board hereby determines that the economic impact statement referred to by the Seminole County Home Rule Charter is unnecessary and waived as to this Ordinance.

Section 2. REZONINGS. The zoning classification assigned to the following described property is changed from PUD to PUD in accordance with the contents of the documents titled, "Heathrow International Business Center PUD Major Amendment Staff Report" and the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development:

SEE ATTACHED EXHIBIT A

Section 3. CODIFICATION. It is the intention of the Board of County Commissioners that the provisions of this Ordinance shall not be codified.

Section 4. SEVERABILITY. If any provision of this Ordinance or the application thereof to any person or circumstance is held invalid, it is the intent of the Board of County Commissioners that the invalidity shall not affect other provisions or applications of this Ordinance which can be given effect without the invalid provision or application, and to this end the provisions of this Ordinance are declared severable.

Section 5. EFFECTIVE DATE. A certified copy of this Ordinance shall be provided to the Florida Department of State by the Clerk of the Board of County Commissioners in accordance with Section 125.66, Florida Statutes, and this Ordinance shall be effective upon the date of filing with the Department and recording of the Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description Heathrow International Business Center Planned Unit Development in the Official Land Records of Seminole County.

ENACTED this 26th day of October, 2004.

BOARD OF COUNTY COMMISSIONERS
SEMINOLE COUNTY, FLORIDA

By: _____
Daryl G. McLain
Chairman

EXHIBIT A LEGAL DESCRIPTION

HEATHROW INTERNATIONAL BUSINESS CENTER PUD

LEGAL DESCRIPTION SEMINOLE COUNTY PORTION ONLY

A portion of Section 7, Township 20 South, Range 30 East, and Section 12, Township 20 South, Range 29 East, Seminole County, Florida, being more particularly described as follows:

Commence at the West $\frac{1}{4}$ corner of Section 7, Township 20 South, Range 30 East, Seminole County, Florida and run North $00^{\circ}21'05''$ West along the West line of the Northwest $\frac{1}{4}$ of said Section 7 for a distance of 0.50 feet to the POINT OF BEGINNING; thence run North $89^{\circ}46'28''$ East, 459.09 feet to the Westerly right of way line of Interstate No. 4 (State Road No. 400); thence run South $17^{\circ}35'11''$ West along said right of way line for a distance of 429.25 feet; thence South $21^{\circ}35'11''$ West, 627.08 feet to the Point of Curvature of a curve concave Northwesterly and having a radius of 1055.92 feet; thence run Southwesterly along the arc of said curve through a central angle of $39^{\circ}25'29''$ for a distance of 726.57 feet to the point of tangency; thence South $61^{\circ}00'40''$ West, 495.72 feet to the point of curvature of a curve concave Southeasterly having a radius of 475.00 feet; thence Southwesterly along the arc of said curve through a central angle of $26^{\circ}00'21''$ for 215.60 feet to a point lying on a curve concave Westerly having a tangent bearing of North $11^{\circ}00'13''$ West and a radius of 1379.58 feet; thence Northerly along the arc of said curve through a central angle of $00^{\circ}24'05''$ for 9.67 feet to the point of tangency; thence North $11^{\circ}24'18''$ West, 454.11 feet to a point of curvature of a curve concave Southeasterly and having a radius of 1041.19 feet; thence run Northeasterly along the arc of said curve through a central angle of $60^{\circ}00'00''$ for a distance of 1090.33 feet to a point of compound curvature of a curve concave Southeasterly and having a radius of 3445.17 feet; thence continue Northeasterly along the arc of said curve through a central angle of $11^{\circ}21'53''$ for a distance of 683.36 feet to the point of tangency; thence run North $59^{\circ}57'35''$ East, 200.14 feet; thence run South $00^{\circ}21'05''$ East, 21.80 feet to the POINT OF BEGINNING.

Contains: 36.88 Acres, more, or less.

NOTE: This description uses East line of transportation corridor as its West boundary.

TOGETHER WITH:

A tract of land being a portion of Section 1 and 12, Township 20 South, Range 29 East and Sections 6 and 7, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of said Section 6; thence North $00^{\circ}04'17''$ West along the West line of Section 6 for a distance of 73.27 feet to the POINT OF BEGINNING; thence South $42^{\circ}30'27''$ West, 149.49 feet; thence North $41^{\circ}18'38''$ West,

516.64 feet; thence South 48°41'20" West, 200.00 feet; thence South 78°55'17" West, 728.58 feet; thence North 04°15'32" West, 471.30 feet; thence North 48°16'27" West, 888.59 feet; thence South 89°58'52" East, 205.00 feet; thence North 00°19'51" East, 350.00 feet; thence South 89°58'52" East along the North line of the South ½ of Government Lot 2 of Section 1, Township 20 South, Range 29 East, for a distance of 897.54 feet; thence North 00°03'45" East along the West line of the Northeast ¼ of said Government Lot 2 for a distance of 164.00 feet; thence South 89°58'52" East, 898.77 feet; thence South 00°04'17" East along the West line of the Southwest ¼ of Section 6, Township 20 South, Range 30 East for 331.59 feet; thence South 89°57'02" East along the South line of the North ½ of the Southwest ¼ of said Section 6 for a distance of 1850.51 feet; thence South 24°07'41" West along the West right of way of Interstate #4 (State Road #400) for a distance of 282.51 feet to the point of curvature of a curve concave Southeasterly having a radius of 11,459.20 feet; thence run Southerly along the arc of said curve through a central angle of 06°32'30" for a distance of 1308.34 feet to the point of tangency; thence South 17°35'11" West, 70.00 feet; thence departing said right of way run North 72°24'49" West, 400.00 feet to the point of curvature of a curve concave Northeasterly having a radius of 1800.00 feet; thence Northwesterly along the arc of said curve through a central angle of 24°55'11" for a distance of 782.88 feet; thence South 42°30'27" West, 285.78 feet to the POINT OF BEGINNING.

Contains: 100.12 Acres, more or less.

AND

A tract of land being a portion of Section 6, Township 20 South, Range 30 East, Seminole County, Florida, being more particularly described as follows:

Commence at the Southwest corner of Section 6; thence North 00°04'17" West along the West line of Section 6 for 1646.86 feet; thence South 89°58'52" East, 33.00 feet; thence North 00°04'17" West along the East right of way of Banana Lake Road along a line 33.00 feet East of and parallel to the West line of the Southwest ¼ of Section 6 for a distance of 978.82 feet; thence North 00°04'43" West along a line 33.00 feet East of and parallel to the West line of the Northwest ¼ of Section 6 for 1281.20 feet; thence North 89°53'25" East along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 197.00 feet to the POINT OF BEGINNING; thence along the boundaries of that tract described in Official Records Book 1555, Page 675 Public Records of Seminole County, Florida, North 00°04'43" West, 757.82 feet; thence North 89°30'12" West along the South line of Lot 2, Mullins Subdivision, per plat thereof as recorded in Plat Book 23, Page 41, Public Records of Seminole County, Florida, for a distance of 205.00 feet; thence North 00°04'43" West along the East right of way of Banana Lake Road for 482.93 feet; thence South 89°35'54" East along the North line of Lot 3 of the aforescribed subdivision for 205.00 feet; thence North 00°04'43" West, 222.16 feet to a point 4.77 chains South of the North line of the Northwest ¼ of Section 6; thence South 89°44'51" East 119.92 feet to Church Lake; thence along the Westerly shore north 31°12'15" West, 33.42 feet; thence North 04°01'55" West, 50.00 feet; thence North 01°29'07" West, 50.00 feet; thence North 06°56'29" East, 49.06 feet; thence North 00°04'43" West, 112.75 feet; thence South 89°44'51" East along a line 25.00 feet south of and parallel to the North line of Section 6 and along the south right of way of State Road #46A for a distance of 414.64 feet;

thence South 00°06'26" West, 15.00 feet; thence South 89°44'51" East along a line 40.00 feet South of and parallel to the said North line of Section 6 and along the South right of way line of State Road #46A for a distance of 745.00 feet; thence South 00°06'26" West along the West right of way line of the Seaboard Coastline Railroad (presently abandoned) for 1730.09 feet thence South 89°53'25" West along the occupied North line of the South 1281.20 feet of Government Lot 4 for a distance of 1257.93 feet to the POINT OF BEGINNING.

Contains: 51.957 Acres, more or less and being subject to any easements, restrictions and right of way record.

**Minutes for the Seminole County Land Planning Agency/
Planning and Zoning Commission
October 6, 2004
7:00 P.M.**

Members present: Ben Tucker, Beth Hattaway, Chris Dorworth, Richard Harris, Walt Eismann and Dudley Bates

Member absent: Alan Peltz

Also present: Tony Walter, Assistant Planning Manager; Rebecca Hammock, Principal Coordinator; Jeff Hopper, Senior Planner; Tina Deater, Senior Planner; Matt West, Planning Manager; Liz Block, Environmental Services; Jim Potter, Senior Engineer; and Candace Lindlaw-Hudson, Senior Staff Assistant

E. Heathrow International Business Center; Shutts & Bowen LLP, applicant; approximately 436.7 acres; Major Amendment to the Heathrow International Business Center PUD Master Plan; approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road. (Z2004-029)

Commissioner McLain – District 5
Tina Deater, Senior Planner

Ms. Deater stated that the entire Heathrow International Business Center is approximately 407.1 acres, and is approximately bounded by CR 46A, Interstate 4, Lake Mary Boulevard, and Banana Lake Road.

The Heathrow International Business Center PUD was originally approved on October 20, 1988. A portion of the PUD is within unincorporated Seminole County and a portion is within the City of Lake Mary. At this time, the applicant is requesting approval of a Major Amendment to the Heathrow International Business Center PUD, consisting of the following changes:

1. Changing the name of the PUD from Heathrow International Business Center to Colonial Center Heathrow,
2. Changing the use designations of Tract “D” and Tract “O” from office to multi-family, and Tract “P” from office to multi-family and office (Tract “D” is entirely within the City of Lake Mary and is proposed to be built as town homes, Tracts “O” and “P” are within Seminole County, approximately 15 acres are proposed to be changed from office to multi-family within the County),
3. Increasing the total number of multi-family units allowed in the PUD from 313 units to 768 units (an increase of 455 units, of which 300 apartment

units are proposed within the County and 155 townhouse units are proposed within the City of Lake Mary),

4. Allowing the future conversion of land uses within the PUD utilizing the existing conversion matrix in the Second Amendment to Third Amended and Restated Development Order for the Heathrow International Business Center Development of Regional Impact to achieve a maximum of 1400 multi-family units in the future (a potential increase of 819 units more than the 581 currently allowed),
5. Decreasing the amount of approved office space from 2,984,000 square feet to 2,759,000 square feet (a decrease of 225,000 square feet).

Staff has reviewed the requested PUD amendment for compliance with the compatibility standards of the Vision 2020 Comprehensive Plan and based upon the findings detailed in the staff report, we believe that the proposed multi-family uses are compatible with the surrounding land uses.

However, the proposed project is also undergoing a Development of Regional Impact (DRI) Notice of Proposed Change (NOPC) and we have received a formal objection from the school board on this project based upon capacity issues, and objections from the regional planning council, the water management district and the Department of Community Affairs relating to school capacity and potable water capacity. These agencies have stated that the applicants have not sufficiently demonstrated that the proposed changes to the DRI will not result in additional impacts to the regional resources of schools and potable water. Potable water is a concurrency issue that is addressed in the Vision 2020 Comprehensive Plan and our Environmental Services Department has stated that the applicant has not provided us⁸ with sufficient mitigation to offset the increased consumption of potable water caused by the conversion of office land use to multi-family.

Ms. Deater said that staff is also in the process of completing a study of the long-term fiscal impacts of converting office land use to residential uses. This study is partly in response to the newly revised Economic Element of the Vision 2020 Comprehensive Plan, specifically Policy ECM 3.1, which directs us to shift the tax base burden away from residential to non-residential uses. This proposed amendment would shift the tax burden from non-residential to residential uses. This study is not projected to be completed until early next year.

Since the time our staff report was submitted to you, we have not received any additional information from the applicant related to any of the outstanding issues.

Based upon these still existing uncertainties, staff is recommending a continuance of the proposed Major Amendment to the PUD, in order to allow the applicant time to address the outstanding issues. We are also recommending a

continuance in order to allow us to complete a study of the long-term fiscal impacts of converting office land use to residential. However, should this Board choose to recommend approval of the amendment at this time, staff recommends that it be subject to the attached Second Amendment to the Third Amended and Restated Commitments, Classification, and District Description for the Heathrow International Business Center Planned Unit Development, with the following conditions:

1. That the future conversion of any office square footage to residential units shall be subject to the already existing conversion matrix based on peak hour traffic, which is part of the DRI Development Order, and an additional conversion matrix based on potable water consumption, which shall be reviewed and approved by the Board of County Commissioners;
2. That any additional residential units added in the future (up to a maximum of 1400 using the conversion matrix) shall be restricted to Tracts "C-1", "D", "O", and "P"; and
3. That any approval of additional units above the 313 already approved shall be subject to concurrency testing to ensure adequate service capacities.

Staff is recommending a continuance in order to allow the applicant time to address outstanding issues. Also, continuance is also recommended in order to allow staff to have time to complete a study of the long term impacts of converting office uses to residential use.

Commissioner Harris asked what the objections were and from what entities.

Ms. Deater stated that the School Board objected due to lack of capacity in the schools. The Regional Planning Council objected based on the potable water issue and the school capacity issue. Also, the Department of Community Affairs was objecting based on the objections of the St. John's River Water Management and the School Board.

Commissioner Harris asked for the specifics of the objections on the water and school issues.

Ms. Deater stated that included in the presentation package is a statement from Dianne Kramer of the School Board containing the computation that the addition of the 1,400 housing units would generate approximately 185 students in the public schools serviced by the elementary school Northwest Cluster, Sanford and Millennium Middle School, and Seminole High School. To demonstrate the deficit today, note the presence of 36 portables on the campuses of the elementary schools, 24 portables in the middle schools, and 18 portables in the high school.

Commissioner Dorworth said that permits would have to be obtained through the Water Management District before progressing. He asked when the redistricting would be finished in the schools.

Ms. Deater did not know anything about the redistricting.

Jim Potter, Senior Engineer with Development Review, stated that the St. John's River Water Management addresses both consumptive use and storm water retention issues. The objection is on the consumptive drawing of the water from the ground. Capacities have been reduced lately for consumptive use. We are already showing a lack of capacity in this area in terms of future development. Increasing need will create a deficit.

Ms. Deater pointed out that the St. John's River Water Management was objecting to the DRI/NOPC portion of the application, not to the PUD amendment.

Commissioner Dorworth noted that the School Board has been more active in objecting to a lot of projects in recent months. They seem to have a moratorium on large projects. You cannot stop all growth in Seminole County.

Ms. Deater stated that the School Board will object to anything that converts non-residential uses to residential uses.

Commissioner Dorworth was concerned about this. He would like to know when the studies and redistricting will be over with.

Commissioner Hattaway asked if the schools were currently at capacity.

Ms. Deater read from Ms. Kramer's report saying that classroom additions were planned on several of the schools to be accomplished within the 2005 – 2006 timeframe, but even with these expansions, there is still a proposed deficit in classroom space.

Commissioner Tucker asked if there was a master consumptive use permit being applied for.

Liz Block from Environmental Services stated that the County was trying to consolidate four current consumptive permits outstanding.

Commissioner Tucker said that the Master approach would be the way to go in the future. He asked about the timeframe with such a master approach.

Ms. Block said that she did not know the timeframe, but that it had taken the Tampa area 10 years to do one. It will be a long planning process ahead of us.

Commissioner Tucker said that this was being done on the request of St. John's River Water Management. They will be assisting us on the countywide approach to planning.

Commissioner Tucker asked about the study of office and HIP land uses converting to residential. There are some 400 acres under study which are being converted office and HIP land uses to residential.

Ms. Deater said the long term fiscal impacts of conversion of office uses to residential were being studied by the County and would be available in the spring. She did not know the complete details. The goal is to have some data about the proper mix of commercial and residential for good fiscal "health" in the County.

Matt West stated that information and briefing for the Board would be available in January, but that this was an open ended approach examining the goals set forth by the BCC, such as how much land do we need to have set aside for residential uses and employment projections.

Commissioner Hattaway stated that this was an optimistic projection. It may take 2 ½ to 3 years for such work and in the meantime, this ties up the land. This postpones them from developing. It is none of our business what people do with the land.

Mr. West said that there are permitted uses on the land now and that they can go ahead and develop according to those current guidelines.

Commissioner Tucker said that such activities were the purpose of the Commission. That is why we are here. There are an entire string of properties which are slated to be developed which are creating a body of residential uses which are eliminating other types of uses, turning the County into a bedroom community.

Commissioner Harris stated that this topic could be pursued at another time and called for the applicant presentation.

Ken Wright of Shutts and Bowen represents Colonial Properties Trust. He stated that he had attended the Wekiwa Protection planning meetings. During the meetings he saw that the end result, what one is trying to accomplish should come first. He showed the Colonial Town Park area on a map, with 46A and Heathrow International Business Center, containing over 400 acres. There is office space, Colonial Grand apartments and assorted uses here. Charles McGeehee was in on the assemblage of the land for this project from the beginning. He stated that they had assembled the properties and had previously met with Tony Van Der Worp, designing a first class community which has won

awards as outstanding business park in 2003. This has eclipsed Winter Park Village. Success comes from a unique mix; a complex for people to live, work and play. Revitalizing downtowns occurs where people live near work; multi-family housing is revitalizing to an area. It brings people into the area. Bring density to the appropriate place. He does not need to wait 2 years. This is a compact area where demands for service are great. We will not have the tenants with a pure office park. A mix is what brings the people in. The applicant is not an outsider who starts something and leaves. Charles McGeehee has been developing a vision that mixed use is good. Restaurants and other things are necessary to make an area viable. This request is for 220 living units. We are here for a PUD amendment to add at a subsequent time 400 units.

There are no neighbors objecting, this is within a DRI and is perfectly compatible.

Mr. Wright stated that there are 3 areas of objections to this request:

First, water is an issue. He stated that the County is not short of water. When looking at future needs you look at where the resource should best be spent. We are here now. The market indicates that this mixed use is good for now. Allocations for future developments which are not yet here should not influence this request. That is counterintuitive. Deal with the future when it comes up. We are here for a PUD amendment.

The Water Management District has calculated consumptive use and Peter Brown states that there is sufficient water with the agreement to use reclaimed water and proper landscape management. The future indicates that there may be a problem in the future. You cannot put someone off because of the potential of a future problem. The water should not be denied. There must be a policy decision made on this. Hank Fishkind will come to conclusions some time in the future. We are here now.

Pertaining to schools, Dianne Kramer is not here to respond. Mr. Wright stated that Ms. Kramer and Mr. Vogel have told him in a telephone conference that there was no capacity issue. He will invite Ms. Kramer and Mr. Vogel to speak to the BCC. We were told to pay 125 % of the impact fees to mitigate the problem.

This is the product of years of work. You cannot hold us hostages of the school board. Where would the money go? Impact fees are designed to off set the impact of the unit. If we are building 290 units there is a specific fee for this. The board is objecting to the multi-family units. They are protecting the quality of education. He stated again that there is no school issue. The School Board must establish clearer goals.

Mr. Wright said that he has demonstrated compatibility, and that water resources and school board issues should not hold back the project.

The Chairman called for public input. There was none.

In Board discussion, Commissioner Dorworth stated that to hold Colonial Properties accountable for the County not having enough office space, when they have 2 million square feet there does not make sense. The school board issue threatens to stop growth until the Boards straightens things out. We cannot hamper the Colonial Properties from doing business in our county.

Commissioner Harris asked Mr. Wright to talk about the total acreage in the Heathrow HIBC project.

Charles McGeehee stated that there was a little over 400 acres in the HIBC project and about 175 acres in neighboring the Colonial Towne Park project with 3 million square feet of office space.

Commissioner Harris said that the contention now is concerning 14 acres of this world class development. This is a development that we can be proud of, that is well built and doing all of the things that we started planning twenty years ago. Planning has changed through the years. People do not want to drive 20 miles to work. Things must change with the times. Mixed uses create vibrant communities. We should change with the times. The issues that have risen should not put the project on hold. They will always be around.

Commissioner Tucker noted that there is no school site here. The impact fee may not be fair. Shops and restaurants are here now. This should not be accomplished at the expense of those who are here now. We must consider the cost of water plants that will be needed and issues that exist now. Issues must be resolved. This is not a private property rights issue. We do not have the answers to what this project will do to us now. It is not just the problem of the applicant. This is a countywide problem. He is not willing to move on anything but the change in name. The rest of the application should be put on hold as per staff recommendation.

Commissioner Tucker made a motion to recommend approval of item number 1, the change of name, and to put the rest of the request on hold as per staff recommendation.

The motion died for lack of a second.

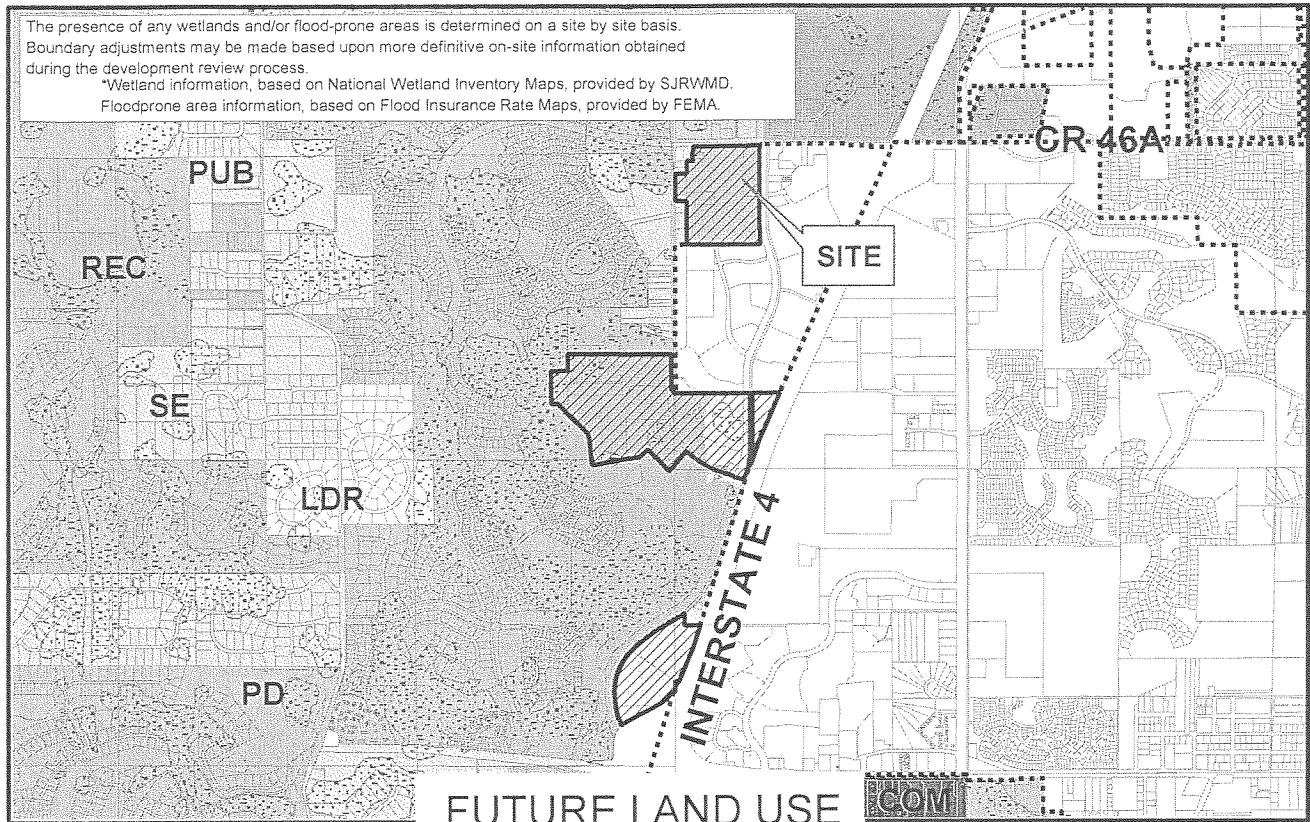
Commissioner Harris referenced a statement from Peter Brown from the St John's River Water Management District dated August 4 which said that reclaimed water use will answer the problem of consumptive use.

Commissioner Dorworth made a motion to recommend approval of the request including all 5 stipulations on page 2 of the staff report.

Commissioner Hattaway seconded.

The vote was 5 – 1 in favor of the motion. Commissioner Tucker dissented.

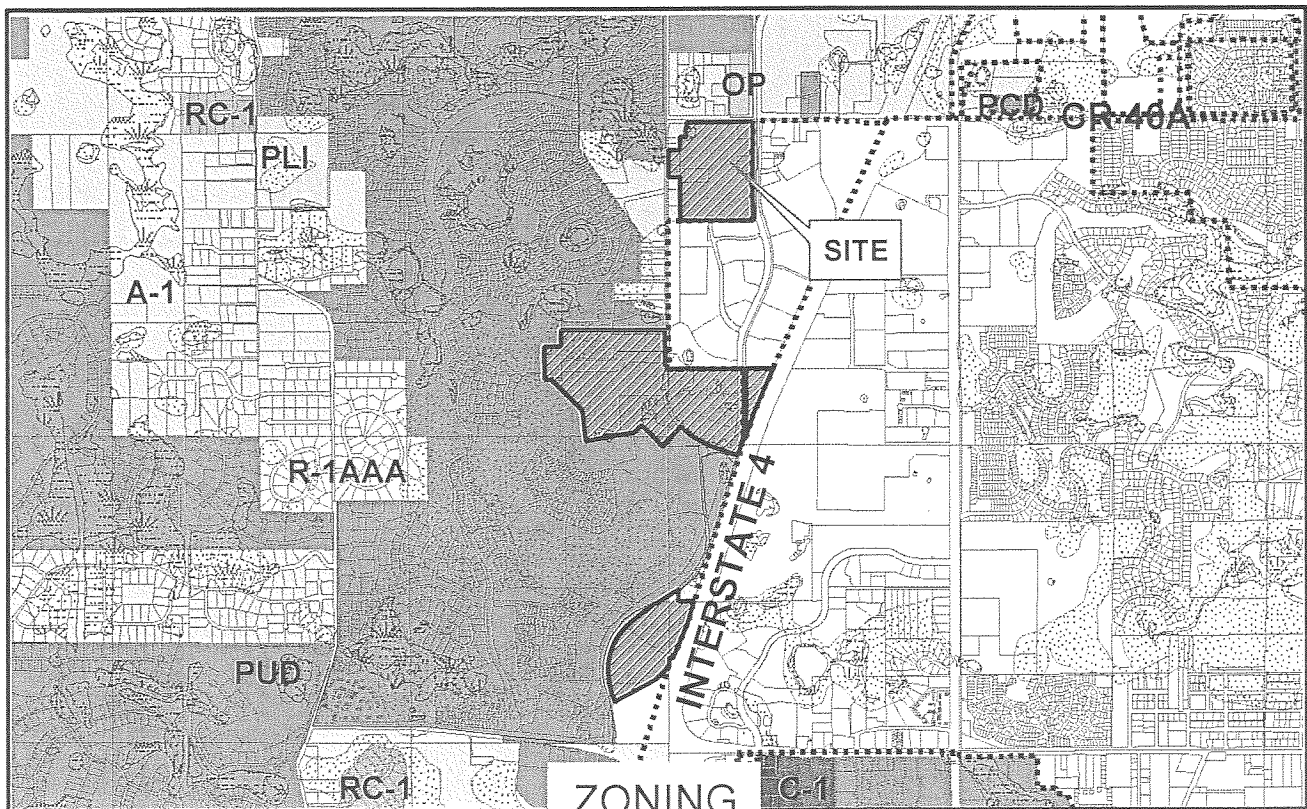
The presence of any wetlands and/or flood-prone areas is determined on a site by site basis. Boundary adjustments may be made based upon more definitive on-site information obtained during the development review process.
 *Wetland information, based on National Wetland Inventory Maps, provided by SJRWMD.
 Floodprone area information, based on Flood Insurance Rate Maps, provided by FEMA.



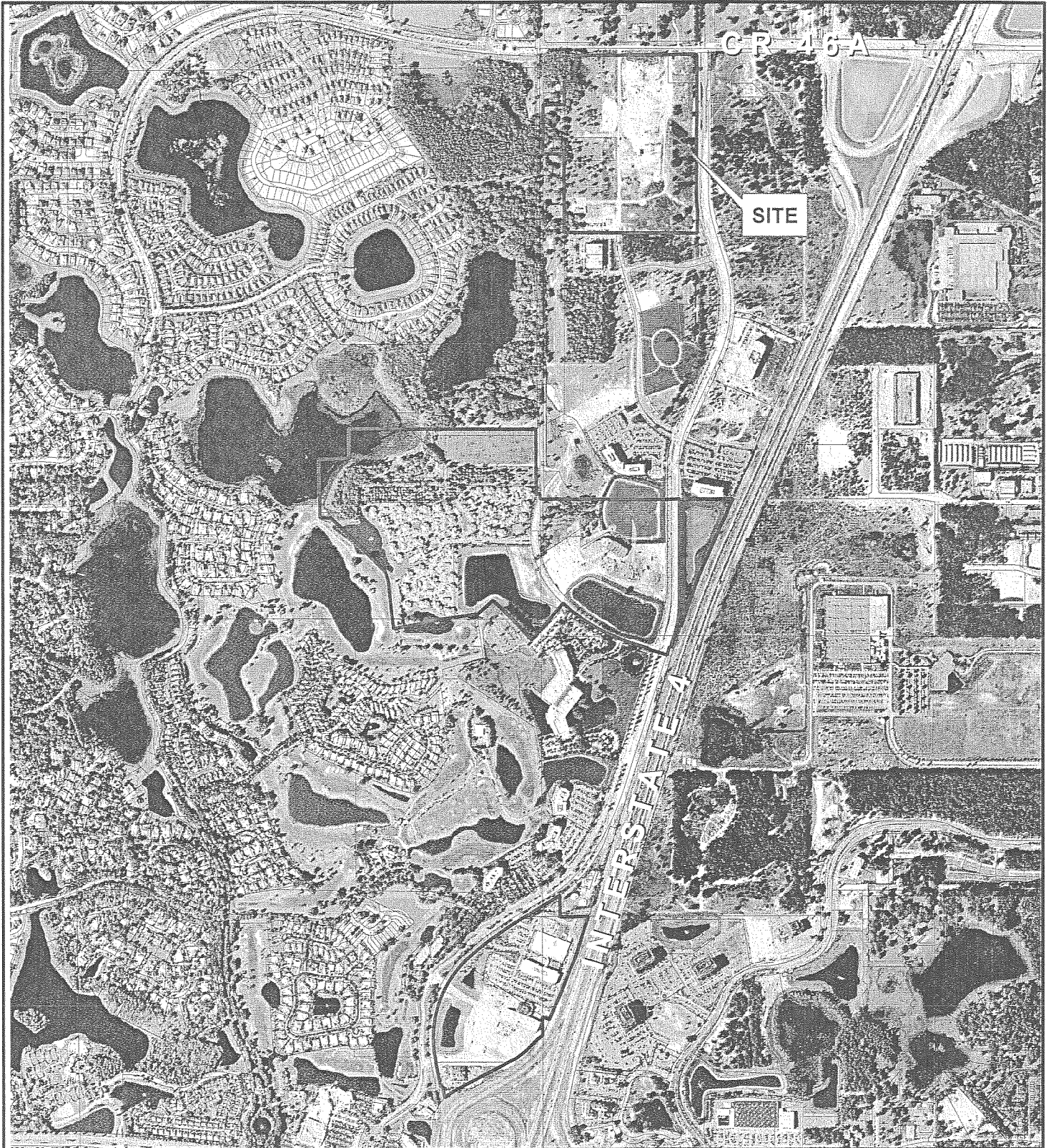
Site
 Municipality
 SE
 LDR
 MDR
 PD
 OFF
 COM
 IND
 HIPTI
 PUB
 REC
 CONS

Applicant: Heathrow 4 LLC
 Physical STR: part of 12-20-29 and 06-20-30
 Gross Acres: 436.7 BCC District: 5
 Existing Use: Mixed Use, Multi-Family, Office, and Retail
 Special Notes: None



	Amend/ Rezone#	From	To
FLU	--	--	--
Zoning	Z2004-029	PUD	PUD



Site
 R-1AAA
 OP
 C-1
 PUD
 PCD
 A-1
 RC-1
 PLI
 FP-1
 W-1



Rezone No: Z2004-029
From: PUD To: PUD

 Parcel
 Subject Property



February 1999 Color Aerials